



# The Beauty Tech Group plc Annual Report 2025



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# Financial Highlights

## Year ended 31 December 2025

Revenue

**£141.0m** 

FY24: £101.1m (+39.4%)

Profit before tax

**£15.2m** 

FY24: £5.1m (+196.0%)

Gross profit

**£88.3m** 

Margin: 62.7% (+590bps on FY24)

Net cash (APM)

**£40.8m** 

FY24: net debt (£27.1m)

Adjusted EBITDA (APM)

**£37.5m** 

Margin: 26.6% (+63.8% on FY24)

Adjusted free cash flow (APM)

**£34.4m** 

FY24: £15.9m (+115.0%)

Conversion: 91.7% of EBITDA (FY24: 69.4% of EBITDA)

Adjusted PBT (APM)

**£29.5m** 

FY24: £14.9m (+98.0%)

Adjusted EPS (APM)\*

**20.0p**

Post-IPO weighted avg shares

Own-brand revenue APM

**99.9%**

4 core technologies

**3 Brands**

Countries served

**90+**

Employees

**258**

Alternative Performance Measures (APMs) are defined in the Glossary on pages 146 to 148.  
\*Basic Earnings Per Share on a statutory basis is 10.7p in FY25 (FY24: 1.9p).

# The Story So Far

2025 marked a transformational year for The Beauty Tech Group plc (the "Group"). Our listing on the Main Market of the London Stock Exchange in October 2025 was the culmination of sixteen years of building a business at the intersection of beauty and technology, and the beginning of an exciting new chapter.

## Our Origins

The Group was founded in 2009 as CurrentBody.com Ltd by CEO Laurence Newman and CTO, Andrew Showman. The business began as an online marketplace for third-party At-Home Beauty Devices ("AHBDs") with a deliberately focused strategy: to build expertise in the four core aesthetics technologies used in clinical settings worldwide; **LED, Radio Frequency, Microcurrent and Laser**.

This highly focused approach, recognising a niche but structurally growing segment of the beauty market, has remained the backbone of the Group's success. In the early stages of growth, we gained deep knowledge of AHBD technology and, critically, built a direct relationship with the consumer through our 100% direct-to-consumer model. This gave us a unique insight into the sector, from technological development and product usability through to real-world consumer results.

## From Marketplace to Own-Brand

By 2019, we leveraged a decade of accumulated market intelligence to launch our first proprietary product, the CurrentBody Skin LED Series 1 face mask, selling over 11,000 units in its first year. This was the first step in developing proprietary technology for each of our four core aesthetics categories.

We grew our proportion of own-brand revenue rapidly, and as of FY25, over 99% of all revenue is generated from the sale of own-brand devices. Building our proprietary portfolio has been achieved through a combination of in-house development and selective, strategic acquisitions, notably ZIIP Beauty in 2022 and Tria Laser in 2024, completing our coverage of all four core AHBD technologies. We expect future portfolio expansion to continue through both internal development and carefully considered acquisitions where they add differentiated technology or accelerate our market position.

## Segmental Revenue by Brand

£m	FY22	FY23	FY24	FY25	3-year CAGR
CurrentBody Skin	22.2	43.2	79.1	125.8	<b>78.3%</b>
ZIIP Beauty	2.2	6.2	9.0	13.2	<b>81.7%</b>
Tria Laser	—	—	—	2.0	<b>n/a</b>
Third Party	26.4	24.1	13.1	0.1	<b>n/m</b>
<b>Total Revenue</b>	<b>50.8</b>	<b>73.4</b>	<b>101.1</b>	<b>141.0</b>	<b>40.5%</b>
Own-brand revenue	24.4	49.4	88.1	140.9	<b>79.3%</b>
Own-brand % of total	48.1%	67.2%	87.1%	99.9%	
Year-on-year growth	—	+44.5%	+37.7%	+39.4%	

### Notes:

- All periods shown are for the 12 months ended 31 December. Three-year CAGR is calculated from FY22 to FY25.
- FY22 and FY23 financial data has been recast to a calendar year basis from the Group's underlying accounting records, as disclosed in the 2025 Admission Prospectus (the Group's statutory periods were 16 months to 31 January 2023 and 11 months to 31 December 2023 respectively).
- n/a = not applicable due to Brand not yet being part of the Group for the three-year CAGR period under review.
- n/m = not meaningful.



## Our Brands

The Group now operates three distinct brands, each targeting specific technologies and consumer needs, true to our original strategy.

**CURRENTBODY SKIN™**  
THE BEAUTY TECH EXPERTS



**CurrentBody Skin** is our most established brand, renowned for clinically backed LED light therapy and radio frequency devices for at-home use.

Launched as an own-brand in 2019, CurrentBody Skin has become a category leader with a portfolio of over 15 products spanning skincare and, more recently, hair health. In FY25, CurrentBody Skin generated revenue of £125.8m, representing approximately 89% of Group revenue and growth of 59% year-on-year. A Global 4.5 star Trustpilot rating from over 38,000 reviews reflects the strength of consumer trust in the brand.

**ZIIP BEAUTY**



**ZIIP Beauty** was founded in 2015 by electrical esthetician Melanie Simon, alongside co-founder David Mason, and pioneered at-home microcurrent skincare by developing the only at-home customisable microcurrent device capable of treating multiple skin concerns, including lifting, toning and rejuvenation, from a single handheld device.

The Group acquired ZIIP Beauty in 2022, and following a comprehensive product redesign, relaunched the range as the ZIIP Halo in June 2023. In FY25, ZIIP Beauty generated revenue of £13.2m, up 46% year-on-year, with gross margins expanding to 71.7% as the benefits of the redesigned product range and more cost-effective manufacturing flowed through.

**tria®**  
LASER



**Tria Laser** focuses on laser hair removal and skincare solutions using patented technology. Originally founded in 2003 as SpectraGenics by the inventors of the LightSheer™ in-clinic laser system, Tria launched the world's first FDA-cleared at-home laser hair removal device in 2008.

The Group acquired Tria's trade and assets in 2024, securing 23 patents and valuable intellectual property in what is historically the largest and most valuable category of the at-home-use beauty technology market.\* Our product development team has since re-engineered the Tria product suite, with the new Series 2 Tria 4X Hair Removal Laser relaunching in the first quarter of FY26. Tria contributed £2.0m of revenue in FY25 from legacy product sell-through, and represents a significant growth opportunity.

\*Source: OC&C Strategy Consultants 2025

# Chair's Statement



FY25 has been a year of significant strategic and operational progress for The Beauty Tech Group. Our admission to the London Stock Exchange Main Market will further position the Group to continue winning market share within a fast-growing market.



**ELAINE O'DONNELL**  
Chair of the Board

## Introduction

I am pleased to present The Beauty Tech Group plc's first Annual Report since joining the Main Market of the London Stock Exchange in October 2025. It has been an exciting period of significant change and achievement.

## A Market Opportunity of Scale

Since 2022, the Group has experienced outstanding growth, significantly outpacing the already considerable expansion of the At-Home Beauty Device market. The AHBD segment has grown at approximately 13%\* (US) and 14%\* (UK and Germany) CAGR from 2019 to 2024, between two and four times faster than the broader beauty and personal care market. With the global AHBD market value currently estimated at approximately £9.0 bn - £12.0 bn\* and representing only approximately 1%\* of the total beauty market in our core regions, the structural opportunity for continued growth is substantial. The Group's consistent success in capturing this opportunity has been underpinned by the technological efficacy and clinical validation of our products, which is at the heart of our strategy.

## Our Initial Public Offering

Our IPO in October 2025 was a defining moment for the Group. In a year of limited listing activity on the London Stock Exchange, the positive reception the Group received was particularly encouraging. The IPO raised gross proceeds of £29.0m, enabling the full repayment of all outstanding borrowings and the establishment of a debt-free balance sheet. The funds raised support the Group's continued growth trajectory, in particular, the pipeline of new product development, the further strengthening of the supply chain and targeted marketing investment. We expect the listing to raise the profile of the Group and its brands, opening new customer and market opportunities.

## FY25 Financial Performance

FY25 was a year of outstanding achievement. The Group delivered record revenue of £141.0m (up 39.4% on FY24), gross profit of £88.3m at a margin of 62.7%, and adjusted EBITDA of £37.5m (up 63.8% on FY24) generating adjusted EBITDA margin of 26.6%. CurrentBody Skin, the Group's principal brand, delivered 89% of total revenue. Revenue was geographically diversified across over 90 markets worldwide, with the United States and Canada as the largest region generating approximately 40% of revenue.

Delivering such strong results despite a challenging consumer environment, increased tariffs and related supply-chain disruption is a testament to the strength of the Group's product offering, the capability of its management team, and the resilience of its business model.

## People and Culture

I would like to thank the team across the Group for their outstanding contribution to the year's results. Building a strong, engaged team with the right capabilities to support our growth ambitions remains a priority for the Board, and the CEO's Report provides further detail on people investment and development during the year.

## Board and Corporate Governance

In tandem with the IPO, FY25 saw substantial development in the Group's governance systems, providing a strong foundation from which to build. The Board has been composed to provide breadth and depth of experience across financial, operational, listed company and ESG-related matters.

During the year, the Group adopted the UK Corporate Governance Code 2024 (the "Code") for the first time. Since adoption, governance structures and processes have been established to bring the Group, where appropriate, into compliance with the Code.

As the business continues to grow, it is crucial that best practices in leadership, accountability and stakeholder engagement develop in lockstep, proportionately for a business of our size and stage of evolution.

### Climate and ESG

The Board recognises the importance of environmental, social and governance matters to long-term value creation.

An ESG Working Group has been established, with the Group's ESG governance continuing to develop during 2026. Further details of the Group's approach to sustainability and climate-related disclosures can be found in our ESG Report on pages 32 to 36.

### Outlook

The Board is confident that the Group has the team, the strategy and the financial resources to deliver further significant progress. A strong product pipeline, a debt-free balance sheet and growing brand awareness across multiple markets position the Group well to continue increasing its share of a large and expanding market.

Further financial outlook is provided in the Group Financial Review on pages 13 to 17.

### Annual General Meeting

In concluding my first statement as your Chair, I would like to extend my sincere thanks: to our Executive Directors and the entire team for outstanding operational delivery; to our valued partners, including suppliers, customers and influencers, for your loyalty; and to our Shareholders, both longstanding and new, for your confidence and support. We look forward to welcoming you at our Annual General Meeting.



**Elaine O'Donnell**  
Chair of the Board

15 April 2026



# Chief Executive Officer's Review



We have built something that is genuinely difficult to replicate, with three proven brands, four core technologies, and over a decade of direct consumer relationships.



**LAURENCE NEWMAN**  
Founder & CEO

I am delighted to present my first CEO's Report as a publicly listed company. FY25 has been a landmark year, not only because of our listing on the London Stock Exchange, but because we demonstrated the underlying strength, scalability and potential of the business that Andrew Showman (our co-founder and CTO) and I have been building over the past sixteen years.

## A Year of Milestones

Looking back on the story of our business, as set out on pages 2 to 3, the trajectory from a niche online marketplace in 2009 to a £141.0m revenue, multi-brand, global beauty technology group in FY25 is one that I am immensely proud of. Importantly, FY25 was not just a year of growth, it was a year in which the quality of that growth improved significantly. Gross margins expanded by 590 basis points to 62.7%, adjusted EBITDA margins rose to 26.6%, and the business generated adjusted free cash flow of £34.4m at a conversion rate of 91.7% of EBITDA. These are the economics of a premium, own-brand consumer technology business, which I believe have the opportunity to strengthen as our newer brands scale.





At-home beauty devices are still in the early stages of mass adoption. The opportunity ahead of us is significant, and I am confident we have the right platform to capitalise on it.



### The Opportunity Ahead

As outlined in our Business Model and Strategy section on pages 8 to 11 of this Strategic Report, the AHBD market represents one of the most compelling structural growth opportunities in consumer goods, with revenue growing at approximately 13%\* (US) and 14%\* (UK and Germany) CAGR from 2019 to 2024 and still in the early stages of penetration. We believe we are strongly positioned to capture a significant share of this opportunity.

What makes our position particularly compelling is the combination of market leadership and breadth. We are currently the only major operator covering all four core AHBD technologies through three distinct brands, each with clinical validation and growing consumer recognition. Our Business Model and Strategy describes how this creates sustainable competitive advantages that are challenging for others to replicate.

### FY25 Brand Performance

**CurrentBody Skin** remains the growth engine of the Group, delivering 59% revenue growth in the year. This performance was powered by the successful launch of the Series 2 LED light therapy mask, expanded product ranges and increased penetration in the US and European markets. The brand's market position continues to strengthen, as detailed in the Group Financial Review on pages 13 to 17.

**ZIIP Beauty** delivered strong revenue growth of 46% in what we have described as a foundation year. The comprehensive product redesign and manufacturing upgrades have positioned ZIIP for acceleration from late 2026, with FY27 targeted as the breakthrough year for the brand.

**Tria Laser** contributed initial revenue of £2.0m from legacy product sell-through in its first year within the Group. The full relaunch with the new Series 2 Tria 4X Hair Removal Laser in March 2026 marks the beginning of a meaningful scaling opportunity in the historically largest and most valuable AHBD category.

### Geographic Expansion

Revenue growth was well diversified across all five geographic regions, with further details provided in the Group Financial Review. Every region delivered over 25% growth, led by the United States and Canada a 51% increase year-on-year. Importantly, no single market represents more than 40% of our Group revenue, and our products are now available in over 90 countries. The international opportunity remains substantial, with many markets still in the early stages of AHBD awareness.

### Innovation and Product Pipeline

Our investment in product development continues to differentiate the Group, with a pipeline of over 40 products and range extensions supporting sustained innovation across all three brands. As described in the Business Model section, our development process integrates clinical research, Key Opinion Leader ("KOL") feedback and manufacturing innovation, with 2 to 3 year development cycles creating a natural barrier to entry.

### Supply Chain Resilience

We have continued to invest in the resilient, dual-source manufacturing and global distribution infrastructure. Investment in Indian manufacturing commenced in FY25 and will continue into FY26, further diversifying our production base and optimising our tariff positioning across the Group's key markets.

### Our People

The Group employed 258 people at the year-end, and I am grateful for the dedication and talent of every member of the team. We have made strategic hires across sales, marketing, product development and operations during the year, with staff costs as a percentage of revenue increasing from 6.5% to 7.8% as we build capabilities for scale.

Admission to the Main Market of the London Stock Exchange has strengthened our ability to attract, incentivise and retain the talented people who will execute our strategy and drive long-term value creation.

### Financial Strength and Capital Allocation

The IPO has transformed the Group's Balance Sheet, as detailed in the Group Financial Review. We ended the year with £40.8m of net cash, zero borrowings and an undrawn £5.0m working capital facility (stepping up to £12.5m from March 2026). Pre-IPO interest costs and exceptional IPO costs will not recur from FY26 onwards, providing a significant tailwind to FY26 reported earnings.

The Board has adopted a clear capital allocation framework, as set out in the Group Financial Review. Our immediate priority is to reinvest in the business to maximise the organic growth opportunity.

### Outlook

We enter FY26 with significant momentum. The Group expects continued strong revenue and profit growth, driven by ongoing momentum in CurrentBody Skin, the full relaunch of Tria Laser in March 2026 and continued international expansion. Specific guidance for FY26 is set out in the Group Financial Review on page 17.

The AHBD market is large, growing and under-penetrated. We have the brands, the technology, the global infrastructure and the financial resources to capture a significant share of this opportunity. I am excited about the years ahead and confident in the Group's ability to deliver sustained, profitable growth and long-term value for our Shareholders.

**Laurence Newman**  
Chief Executive Officer

15 April 2026

# Business Model and Strategy

## Our Business Model

### How We Create Value

The Group develops, manufactures and sells premium At-Home Beauty Devices (“AHBDs”) using four core aesthetic technologies: LED, Radio Frequency, Microcurrent and Laser, which have been used in professional clinics for decades. We sell our products primarily through our own direct-to-consumer e-commerce platforms, operating over 20 local-language websites globally and serving customers in over 90 countries.

This is complemented by selective retail partnerships with prestige retailers such as Harrods and high-volume partners such as Walmart and Costco, which broaden our consumer reach.

In Asia, we sell via our own e-commerce platform and through established Chinese marketplaces.

Direct-to-consumer sales represent the substantial majority of Group revenue.

Our business model combines the brand-building expertise of a premium beauty company with the technical capabilities of a hardware technology business. This “dual moat” creates sustainable competitive advantages that are difficult to replicate, through three interconnected elements as seen in the illustration below.

### Our Business Model





### Brand and Technology Expertise

We have built three authoritative brands across four core beauty technologies: LED, Radio Frequency, Microcurrent, and Laser, each with distinct market positioning. CurrentBody Skin is our established growth engine in LED and Radio Frequency, ZIIP Beauty leads in microcurrent technology, and Tria Laser holds key patents in at-home laser hair removal.

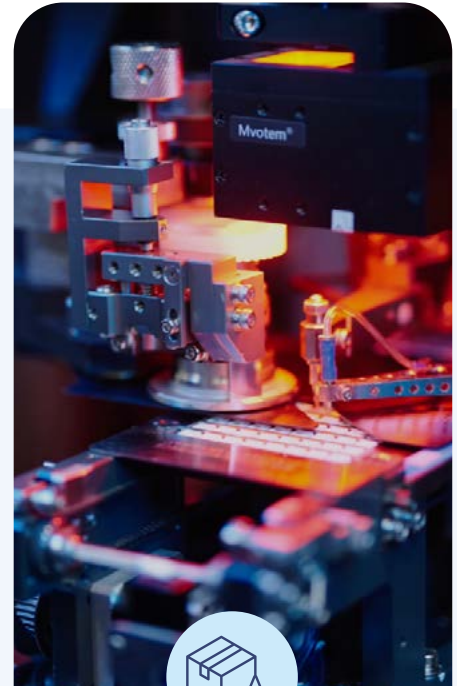
Every product undergoes independent clinical studies conducted by respected third parties including SGS, Eurofins, and Intertek, as well as academic partners such as the University of Manchester dermatology department. This scientific rigour underpins consumer trust and sets a high bar in a market where independent clinical validation is not universal.



### Product Development and Innovation

Our 21-person global Research and Development ("R&D") team drives continuous innovation across all technology platforms. Product development cycles of 2 to 3 years from concept to launch create a natural barrier to entry. This is not a market where competitors can react quickly.

Our development process integrates customer feedback from approximately 2,700 Key Opinion Leaders ("KOLs"), clinical research, regulatory expertise, and manufacturing innovation. We currently have over 40 new products and range extensions in our pipeline, supporting sustained innovation over the short to medium term.



### De-risked Manufacturing and Global Distribution

We are building resilient, dual-source manufacturing capabilities across all brands, reducing supply chain risk, optimising tariff positioning, and supporting ongoing innovation.

Our distribution network comprises seven warehouses across the US, UK, Europe, Asia, and Australia. In our core markets, UK and US, we operate our own warehousing and fulfilment, while third-party logistics partners serve other regions.

Business Model and Strategy *continued*

## Our Strategic Pillars

Our strategy is built on five interconnected pillars that position The Beauty Tech Group to capture the significant opportunity in the AHBD market:

1

### Market Leadership in a High-Growth Segment

The AHBD market has grown at approximately 13%\* (US) and 14%\* (UK and Germany) CAGR\* from 2019 to 2024, 2 to 4 times\* faster than the broader beauty and personal care market. This structural growth is driven by rising consumer awareness, clinical validation of device efficacy, cost advantages versus professional treatments, and social media amplification.

The global AHBD market is currently valued at £9-12bn\* with our core markets, UK, US and Germany, representing £1.6-1.8bn\*. AHBD currently accounts for only approximately 1%\* of the total beauty market in these regions, compared to the £11.9bn\* premium skincare segment, indicating substantial space for continued expansion.\*

The Group is actively building its position as a market leader through a brand-led marketing strategy that prioritises long-term awareness over short-term performance marketing. Approximately 75% of the Group's revenue is driven by consumers searching directly for our brand names online, reflecting the strength of brand trust and reducing dependency on paid digital channels.

Our marketing approach combines partnerships with approximately 2,700 Key Opinion Leaders and influencers, including dermatologists, aestheticians and beauty experts, with independent clinical validation and endorsements in respected publications. This creates an awareness-to-purchase journey that converts consumer interest into direct brand searches, underpinning strong customer acquisition economics and sustainable, defensible growth.

2

### Multi-Brand Platform with Diversified Revenue Streams

Our three-brand platform creates resilience through diversification, while addressing the full spectrum of consumer beauty technology needs.



#### CurrentBody Skin: The Established Growth Engine

Launched in 2019 and our cornerstone brand, CurrentBody Skin is a category leader with a portfolio of over 15 products and strong brand equity evidenced by a Global 4.5 star Trustpilot rating from over 38,000 reviews.



#### ZIIP Beauty: Foundation Year with FY27 Breakthrough Positioned

Following our 2022 acquisition, we invested significantly in ZIIP Beauty's foundational capabilities during FY25, focusing on product redesign, manufacturing optimisation and brand repositioning. These investments position ZIIP Beauty for acceleration from late 2026, with FY27 targeted as the breakthrough year.



#### Tria Laser: Strategic Acquisition with Long-term Potential

Our 2024 acquisition secured 23 patents and valuable IP in laser hair removal, historically the most valuable category in home-use beauty technology.\* We are following the ZIIP playbook of product redevelopment, manufacturing optimisation, and market repositioning. The Tria 4X Hair Removal Laser relaunched in March 2026.

Full brand performance details are set out in the Group Financial Review on pages > 13 to 17.

\*Source: OC&C Strategy Consultants 2025

3

### Geographic Diversification Across Global Markets

Our international footprint reduces single-market dependency and captures growth across multiple regions. All five geographic regions delivered double-digit revenue growth in FY25, with no single market exceeding 40% of total revenue.

Our products are now available in over 90 countries through our international e-commerce platforms.

Full geographic performance data is set out in the Group Financial Review on page > 14.

4

### Investment in Foundational Capabilities

Strong financial performance has enabled strategic investments across three critical foundations:

- **Infrastructure:** Dual-manufacturing capability is being established across all brands and a global distribution network.
- **Product Development:** A dedicated R&D team with a pipeline of over 40 products in development and rigorous 2-3 year development cycles.
- **People:** A growing team with strategic hiring across sales, marketing, product development and operations to build the capabilities required for scale.

5

### Sustainable Competitive Advantages

Our business model creates multiple barriers to entry:

- **Multi-technology platform.** We are the only major operator covering all four core AHBD technologies.
- **Brand trust** (direct brand searches drive approximately 75% of revenue).
- **Hardware complexity** and 2-3 year development cycles.
- Data and customer insights from our **direct-to-consumer model**.
- **Regulatory excellence** through our in-house specialists ensuring FDA, EU MDR, and global compliance.



# Key Performance Indicators

The Board consider that the following items are the key indicators of the Group's financial and operational performance. These KPIs are used by the Group to help evaluate growth trends, establish budgets and assess operational performance and efficiencies.

All KPIs that show a growth metric are based on a year-on-year calculation of growth. Commentary on business performance is provided in the Chief Executive Officer's Review on pages 6 and 7 and the Group Financial Review on pages 13 to 17.

The KPIs include Alternative Performance Measures ("APM").

The APMs are not defined by IFRS and therefore may not be directly comparable with other companies' APMs. These measures are not intended to be a substitute for, or superior to, IFRS measurements. Definitions of our APMs are provided in the Glossary on pages 147 and 148.

## Revenue

**£141.0m**

FY24: £101.1m

**+39.4%** ↑

## Net increase in cash

**£26.7m**

FY24: £2.9m

**+817.0%** ↑

## Gross profit

**£88.3m**

Margin: 62.7% (FY24: 56.8%)

**+53.9%** ↑

## Profit after tax

**£9.9m**

FY24: £1.7m

**+483.8%** ↑

## Adjusted EBITDA (APM)

**£37.5m**

Margin: 26.6% (FY24: 22.6%)

**+63.8%** ↑

## Adjusted profit before tax<sup>1</sup> (APM)

**£29.5m**

FY24: £14.9m

**+98.0%** ↑

## Profit Before Tax

**£15.2m**

FY24: £5.1m

**+196.0%** ↑

## Adjusted profit after tax<sup>2</sup> (APM)

**£22.1m**

FY24: £11.2m

**+97.3%** ↑

## Cash and cash equivalents

**£40.8m**

FY24: £14.5m

**+180.6%** ↑

## Adjusted free cash flow<sup>3</sup> (APM)

**£34.4m**

FY24: £15.9m

**+115.0%** ↑

## Net cash (APM)

**£40.8m**

Debt-free post-IPO

## FCF conversion (APM)

**91.7%**

FY24: 69.4%

**+2,230bps** ↑

<sup>1</sup> Adjusted Profit before tax excludes exceptional IPO costs (£8.0m) and pre-IPO finance costs on debt which is no longer on the balance sheet as at 31 December 2025 (£6.3m). FY24 restated on same basis.

<sup>2</sup> Adjusted Profit after tax applies a normalised 25% UK corporation tax rate to Adjusted PBT.

<sup>3</sup> Adjusted free cash flow: represents reported FCF plus one-off IPO-related exceptional cash costs and cash interest paid on pre-IPO borrowings. FY24 restated on same basis.

# Group Financial Review



This year demonstrated the quality of our business model. Growth was strong, margins expanded significantly, and the IPO allowed us to clear all external debt entirely. We enter the new year with a clean balance sheet, exceptional cash generation and a platform built for continued profitable growth.



**SAM GLYNN**  
Chief Financial Officer &  
Chief Operating Officer

The Group's financial performance for the year ended 31 December 2025 is reported in accordance with UK-adopted International Accounting Standards and applicable law.

## Group Results Overview

I am pleased to present the first Financial Statements for the Group since Admission. It has been a transformational year, both operationally and financially, characterised by significant revenue growth, significant margin expansion and the establishment of a debt-free balance sheet.

It is important to highlight that the FY25 reported results include several items that are entirely attributable to the pre-IPO capital structure and the costs of the listing process itself.

These include exceptional administrative expenses of £8.0m (primarily professional and advisory fees associated with the IPO), pre-IPO finance costs of £6.3m (relating to bank debt, loan notes and preference shares that were fully repaid or converted

at Admission), and £2.3m of acquired brand amortisation. The exceptional IPO costs and pre-IPO finance costs are entirely non-recurring and will not occur in FY26 or beyond. The Prospectus estimated IPO costs at approximately £7.2m, based on the mid-point of the indicative price range. The final cost of £8.0m reflects the variable nature of a significant portion of the fees, which were priced off the final admission price. The difference is primarily attributable to variable advisory and commission costs that increase with deal size.

On an adjusted basis, which the Board believes gives a fairer reflection of the Group's underlying economic performance and future earnings power, the business generated adjusted profit before tax of £29.5m and adjusted free cash flow of £34.4m, representing an EBITDA-to-cash conversion ratio of 91.7%.

£m	FY25	FY24	Change
<b>Revenue</b>	<b>141.0</b>	<b>101.1</b>	<b>+39.4%</b>
Own-brand revenue	140.9	88.1	+60.0%
<b>Gross profit</b>	<b>88.3</b>	<b>57.4</b>	<b>+53.9%</b>
Gross margin	62.7%	56.8%	+590bps
<b>Adjusted EBITDA<sup>1</sup></b>	<b>37.5</b>	<b>22.9</b>	<b>+63.8%</b>
Adjusted EBITDA margin	26.6%	22.6%	+400bps
<b>Reported operating profit</b>	<b>22.2</b>	<b>12.5</b>	<b>+77.5%</b>
Profit before tax	15.2	5.1	+196%
<b>Adjusted profit before tax<sup>2</sup></b>	<b>29.5</b>	<b>14.9</b>	<b>+98%</b>
<b>Reported free cash flow</b>	<b>24.7</b>	<b>11.9</b>	<b>+108%</b>
Adjusted free cash flow <sup>3</sup>	34.4	15.9	+115%
<b>FCF conversion (adjusted FCF/adj. EBITDA)</b>	<b>91.7%</b>	<b>69.4%</b>	<b>+2,230bps</b>
Net cash / (net debt)	40.8	(27.1)	n/a <sup>4</sup>

<sup>1</sup> Adjusted EBITDA: operating profit (£22.2m) before depreciation and trading amortisation (£3.4m), acquired brand amortisation and goodwill impairment (£2.3m), share-based payment expense (£1.5m) and exceptional items (£8.0m), giving Adjusted EBITDA of £37.5m (FY24: £22.9m).

<sup>2</sup> Adjusted Profit before tax: excludes exceptional IPO costs (£8.0m) and pre-IPO finance costs on debt no longer on the Balance Sheet (£6.3m). FY24 restated on same basis.

<sup>3</sup> Adjusted free cash flow: reported FCF plus one-off IPO-related exceptional cash costs (£8.0m) and cash interest paid on pre-IPO borrowings (£1.7m). FY24 restated on same basis.

<sup>4</sup> FY24 Balance Sheet included £41.6m of borrowings (bank loans, loan notes and preference shares) which were fully repaid or converted into equity at Admission in 2025.

## Group Financial Review continued

### Revenue

Group revenue increased by 39.4% to £141.0m (FY24: £101.1m), driven by continued strong growth across all own-brand product lines and geographic markets. The headline growth rate is reduced by the planned discontinuation of low-margin third-party revenue, which fell from £13.1m in FY24 to £0.1m in FY25. On an own-brand basis, revenue grew by 60.0% year-on-year to £140.9m, reflecting the strength of the Group's product portfolio, expanding consumer awareness and growing international distribution.

### Revenue by Brand

	FY25		FY24		Change
	£m	% of revenue	£m	% of revenue	
CurrentBody Skin	125.8	89.2%	79.1	78.2%	+59%
ZIIP Beauty	13.2	9.3%	9.0	8.9%	+46%
Tria Laser	2.0	1.4%	—	—	n/a
Third Party	0.1	0.1%	13.1	12.9%	(99%)
<b>Total</b>	<b>141.0</b>	<b>100%</b>	<b>101.1</b>	<b>100%</b>	<b>+39%</b>

**CurrentBody Skin** remains the Group's principal revenue driver, growing 59% to £125.8m and representing 89% of Group revenue. This growth was powered by the successful launch of the Series 2 red LED light therapy mask, expanded product ranges across skincare devices, and increased penetration in the US and European markets.

**ZIIP Beauty** delivered revenue growth of 46% to £13.2m, benefiting from a redesigned product range using more readily available input components, which improved both availability and margins. Gross margin expanded to 71.7% (FY24: 59.4%) as the transition to the new product range took effect. The Group expects further cost benefits to flow through in FY26 as the newly manufactured product at lower input cost fully washes through inventory and the remaining older, higher-cost stock is sold through.

**Tria Laser** contributed £2.0m in its first year, generated from sell-through of the existing legacy product range. The Tria brand has relaunched in Q1 FY26 with new product; the Group now expects to meaningfully scale this brand. Dual manufacturing capability is being established for Tria Laser as the brand scales following its March 2026 relaunch.

Third-party revenue was discontinued by design as the Group completed its strategic transition to a pure own-brand business model. This shift is a key driver of the Group's significant margin expansion. The discontinuation of third-party revenue reduced headline revenue growth by approximately 13 percentage points; excluding this effect, underlying own-brand revenue growth was 60.0%.

### Revenue by geography

	FY25		FY24		Change
	£m	% of revenue	£m	% of revenue	
US & Canada	56.2	39.8%	37.2	36.8%	+51%
UK & Ireland	28.8	20.4%	22.7	22.4%	+27%
Rest of Europe	31.3	22.2%	22.9	22.6%	+36%
Asia	18.0	12.8%	13.8	13.6%	+31%
Rest of World	6.7	4.8%	4.5	4.5%	+49%
<b>Total</b>	<b>141.0</b>	<b>100%</b>	<b>101.1</b>	<b>100%</b>	<b>+39%</b>

Revenue growth was well diversified across all five geographic regions. The US and Canada was the standout market, growing 51% to £56.2m and now representing approximately 40% of Group revenue, driven by expanding brand awareness and increased marketing investment. The Rest of Europe region grew strongly at 36%, while the Rest of World region delivered 49% growth from a smaller base. Importantly, no single market represents more than 40% of revenue, and the Group's own-brand growth rates were even more pronounced, with US and Canada own-brand revenue growing 69% and Rest of Europe own-brand revenue growing 64% year-on-year.

### Gross Profit and Margin Progression

Gross profit increased by 53.9% to £88.3m (FY24: £57.4m), with the Group's gross margin expanding by 590 basis points to 62.7% (FY24: 56.8%). This margin improvement was one of the most significant features of the year's financial performance and was driven by three principal factors.

First, the completion of the strategic transition to an own-brand only model eliminated the dilutive effect of low-margin third-party revenue, which carried gross margins of approximately 14% in FY24 compared with own-brand margins in excess of 60%. Second, the CurrentBody Skin brand benefited from the launch of higher-margin Series 2 products and improved product mix. Third, ZIIP Beauty's gross margin expanded significantly to 71.7% (FY24: 59.4%) following the redesign of its product range to use more readily available and cost-effective input components, with further margin benefit expected in FY26 as the older, higher-cost inventory fully sells through.

The Group continues to invest in its product pipeline, supply chain and brand marketing, and expects to maintain strong gross margins as it scales own-brand production across all three brands.

## Adjusted EBITDA and Adjusted EBITDA Margin

A reconciliation between operating profit and adjusted EBITDA is shown below. Adjusted EBITDA rose by 63.8% to £37.5m (FY24: £22.9m). The adjusted EBITDA margin improved to 26.6% (FY24: 22.6%), a 400 basis point increase, reflecting the combined impact of the own-brand transition and disciplined cost management as the Group invested in marketing and people in line with revenue growth.

EBITDA reconciliation	FY25 £m	FY24 £m
Operating profit	22.2	12.5
Exceptional administrative expenses (primarily IPO costs)	8.0	1.5
Share-based payment expense	1.5	0.8
<b>Adjusted operating profit</b>	<b>31.8</b>	<b>14.9</b>
Depreciation and trading amortisation	3.4	2.2
Acquired brand amortisation	2.3	2.2
Goodwill impairment	—	3.6
<b>Adjusted EBITDA</b>	<b>37.5</b>	<b>22.9</b>
<b>Adjusted EBITDA margin</b>	<b>26.6%</b>	<b>22.6%</b>

The Group continues to invest in marketing and product development in line with sales growth. Variable marketing spend increased year-on-year in absolute terms but remained disciplined as a percentage of revenue, contributing to the improved EBITDA margin. We will continue to invest in profitable marketing and product innovation as the primary drivers of future growth.

The acquired brand amortisation charge of £2.3m (FY24: £2.2m) relates to the amortisation of intangible assets recognised on the acquisition of ZIIP Beauty and Tria Laser. This is a recurring non-cash accounting charge that has no impact on the Group's cash generation or shareholder value. It will continue to be charged over the remaining useful life of the acquired intangible assets. Separately, trading amortisation of £3.4m (FY24: £2.2m) relates to capitalised product development and software costs, right-of-use asset amortisation, and depreciation of property, plant and equipment, all of which are part of the Group's normal operational cost base.

## Exceptional and Non-Underlying Items

Exceptional and non-underlying items for the year resulted in a charge of £8.0m (FY24: £1.5m). These items in FY25 primarily related to the costs associated with the Group's IPO, including professional advisory fees, legal expenses and listing costs. **There are not expected to be any exceptional charges in relation to the IPO in FY26.**

The Board considers it important to draw Shareholders' attention to the fact that the adjustments between reported and adjusted results are exclusively linked to two categories of cost that are a direct consequence of the Group's pre-IPO structure: the exceptional IPO costs themselves, and finance costs on debt instruments (bank loans, loan notes and preference shares) that were fully repaid or converted into equity at Admission. Neither category will recur in FY26. As a result, the Board expects a significant improvement in reported earnings in FY26 as the full benefit of the Group's post-IPO capital structure flows through the income statement.

## Items between Adjusted EBITDA and Profit before Tax

	FY25 £m	FY24 £m
<b>Adjusted EBITDA</b>	<b>37.5</b>	<b>22.9</b>
Exceptional administrative expenses (primarily IPO costs)	(8.0)	(1.5)
Share-based payment expense	(1.5)	(0.8)
<b>Presented EBITDA</b>	<b>28.0</b>	<b>20.6</b>
Depreciation and trading amortisation	(3.4)	(2.2)
Acquired brand amortisation	(2.3)	(2.2)
Goodwill impairment	—	(3.6)
<b>Operating profit</b>	<b>22.2</b>	<b>12.5</b>
Fair value movements (contingent consideration / FX)	(0.3)	1.2
Interest receivable	0.1	—
Finance costs	(6.8)	(8.6)
Of which: pre-IPO interest (non-recurring)	(6.3)	(8.3)
Of which: lease and other interest (recurring)	(0.5)	(0.3)
<b>Profit before tax</b>	<b>15.2</b>	<b>5.1</b>

Finance costs of £6.8m (FY24: £8.6m) comprised interest on bank loans, loan notes and preference shares totalling £6.3m, with the balance of £0.5m relating to lease and other interest. The year-on-year reduction reflects the part-year benefit of the Group's pre-IPO debt being repaid and converted at Admission.

**Post-IPO, the Group's Balance Sheet is entirely free from bank debt, loan notes and preference shares, and therefore the profit and loss account does not currently anticipate incurring any such finance costs over the short term.** The only recurring finance charges will be lease interest and unwinding of discount on contingent consideration, totalling approximately £0.5m per annum. This represents a transformational improvement in the Group's reported profitability and Earnings Per Share, with the £6.3m of pre-IPO interest falling away entirely from FY26.

## Group Financial Review continued

### Tax

The Group's main tax exposure is to the UK, which has a general corporation tax rate of 25%. The effective rate of taxation for FY25 is 34.9%, higher than the standard rate of corporation tax predominantly as a result of exceptional costs relating to the IPO that are not deductible for tax purposes and certain disallowable pre-IPO interest costs. The Board expects the effective tax rate to normalise towards the statutory rate from FY26 onwards as these non-recurring items fall away.

### Cash Flow and Cash Flow Conversion

Cash generation is one of the Group's most compelling financial characteristics. The business model requires limited capital expenditure, generates high gross margins and benefits from efficient working capital management, producing significant levels of free cash flow relative to earnings.

#### Reported free cash flow

	FY25 £m	FY24 £m
Net cash generated from operating activities	30.8	15.5
Net cash used in investing activities	(6.1)	(7.6)
Add back: Advances to Directors (FY24 only)	—	2.8
Add back: Acquisition of subsidiary (FY24 only)	—	1.3
<b>Reported free cash flow</b>	<b>24.7</b>	<b>11.9</b>

#### Adjusted free cash flow

The Board believes that adjusting free cash flow to exclude one-off IPO-related costs and pre-IPO interest payments provides a clearer view of the Group's underlying cash-generative capacity. These items will not recur from FY26 onwards:

	FY25 £m	FY24 £m
Reported free cash flow	24.7	11.9
Add back: IPO exceptional costs (one-off)	8.0	1.5
Add back: pre-IPO interest paid on borrowings	1.7	2.5
<b>Adjusted free cash flow</b>	<b>34.4</b>	<b>15.9</b>
Adjusted EBITDA	37.5	22.9
<b>FCF conversion (adjusted FCF / adjusted EBITDA)</b>	<b>91.7%</b>	<b>69.4%</b>

Reported free cash flow increased by 108% to £24.7m (FY24: £11.9m), despite the Group incurring significant one-off cash costs associated with the IPO during the year. On an adjusted basis, free cash flow grew by 115% to £34.4m (FY24: £15.9m), representing an

EBITDA-to-cash conversion ratio of 91.7% (FY24: 69.4%). The significant improvement in conversion reflects the asset-light nature of the Group's operating model, which requires relatively low capital expenditure (capital expenditure of £6.2m, or 4.4% of revenue in FY25). Of this, £1.9m related to non-recurring investment in the Group's new office and clinic facilities which is not expected to be repeated; underlying recurring capital expenditure was £4.3m (3.0% of revenue). The Group benefits from a relatively short working capital cycle for a consumer hardware business.

The Group's net cash position at year-end was £40.8m (FY24: net debt of £27.1m), a swing of approximately £68m. This transformation reflects both the proceeds received from the IPO (used to fully repay all bank debt, loan notes and preference shares) and the Group's strong underlying cash generation. Cash and cash equivalents at 31 December 2025 stood at £40.8m, with zero borrowings (excluding lease liabilities) on the Balance Sheet.

### Balance Sheet Strength

**The Group's Balance Sheet has been transformed through the IPO process.** At 31 December 2025, the Group had total assets of £139.0m (FY24: £105.3m), zero bank debt and a net cash position of £40.8m (FY24: net debt of £27.1m). The Balance Sheet is now completely free from external borrowings (excluding lease liabilities), and the Group has an undrawn working capital facility of £5.0m with Santander (stepping up to £12.5m from March 2026, with no financial covenants) available for use if required.

Total current assets of £78.2m (FY24: £48.2m) comfortably exceeded total current liabilities of £39.4m (FY24: £27.5m), providing a strong net current asset position of £38.8m (FY24: £20.8m). This significant surplus combined with the undrawn £5.0m working capital facility provides considerable financial flexibility and supports the Group's growth ambitions without recourse to external funding.

Working capital usage increased year-on-year in absolute terms in line with the growth of the business but remained well controlled as a percentage of revenue. The Group's inventory position reflects a reduction from the peak stock levels held ahead of the seasonally important fourth quarter, while trade receivables grew in line with the expansion of wholesale distribution channels.

### Return on Capital Employed

The Board monitors return on capital employed ("ROCE") as a measure of the efficiency with which the Group deploys its capital. For FY25, the Group achieved an adjusted ROCE (calculated as Adjusted EBIT of £34.1m divided by capital employed of £99.7m) of 34.2%. Stripping out the £40.8m of cash held on the Balance Sheet, which is not deployed in day-to-day operations, the operating ROCE was over 50%.



The Group's operating ROCE of 57.9% is approximately three times our estimated cost of capital. A business that generates returns well above its cost of capital funds its own growth, reducing reliance on external financing and compounding value for Shareholders over time.

## Capital Allocation

The Board has adopted a clear and disciplined capital allocation framework, reflecting the Group's strong cash-generative characteristics and commitment to delivering long-term Shareholder value.

The Board's capital allocation priorities, in order, are as follows:

- Strategic investment in the business to support growth, including:
  - Product development
  - Marketing
  - Operational infrastructure
- Investment in earnings enhancing inorganic opportunities, including:
  - Corporate acquisitions
  - Complementary brand opportunities
- Return of capital to shareholders, including:
  - Share buybacks
  - Ordinary and special dividends

Given the Group's current growth trajectory and the significant reinvestment opportunities available, the Board's immediate priority is to continue investing in the business to maximise the organic growth opportunity. The Board will keep the timing of any initial dividend under review as the business matures and will update Shareholders in due course.

## Outlook

As the Group enters its first full financial year as a listed company and as awareness of the AHBD market and the Group's position within it continues to grow at pace, the Board remains confident in the outlook for FY26 and beyond.

Trading in the first quarter of the financial year has been very encouraging, with strong year-on-year revenue growth across the Group's core business and across all key markets and channels, and we expect to deliver strong revenue and profit growth for the full year. The Group's ability to capitalise on the significant growth opportunity within the AHBD market remains well underpinned with its international sales channels, multi-technology and multi-product offering, dual-source manufacturing capabilities and flexible international logistics network. The Group does not expect its growth ambitions nor cost base to be notably impacted by the ongoing conflict in the Middle East.

For FY26 as a whole, the Group continues to anticipate strong year-on-year revenue growth, in line with current market expectations\*, driven by domestic and international momentum in CurrentBody Skin, the continued ramp up of ZIIP and, to a lesser extent given its recent launch, Tria. Direct-to-consumer sales are expected to remain the core growth driver. Due to stronger margins, the Board anticipates profit ahead of current market expectations.

In addition to the anticipated top line growth in FY26, the elimination of pre-IPO interest costs (£6.3m) and IPO-related exceptional items (£8.0m) will provide a significant tailwind to reported earnings and cash flow, bringing reported results much closer to the Group's underlying adjusted performance. FY26 will also see a full year of ongoing plc related expenses.

Through FY26, the Group will continue to invest behind its product pipeline, supply chain resilience and marketing-led brand building as it continues to drive awareness of the fast-growing AHBD market.

With a debt-free Balance Sheet, £40.8m of net cash, a post-Balance Sheet £12.5m undrawn working capital facility, EBITDA-to-cash conversion above 90% and operating ROCE of over 50%, the Group is well positioned to deliver continued profitable growth and shareholder value creation.

**Sam Glynn**  
Chief Financial Officer

15 April 2026

\*Source: Company-compiled consensus market expectations for FY26 is revenue of £160.0m and Adjusted EBITDA of £38.2m.

# Risk Management and Principal Risks

The Group operates across over 90 countries and is exposed to a range of evolving risks. Maintaining effective risk identification, assessment and mitigation processes is essential to delivering the Group's strategic objectives and creating long-term Shareholder value.

The risks described in this section should be read in conjunction with the Business Model and Strategy section of this Strategic Report on pages 8 to 11.

## Risk Management Framework

The Board has overall responsibility for the Group's risk management, the supporting system of internal controls and for reviewing their effectiveness. The Group operates a policy of continuous identification and review of business risks, covering those relating to business development, operational, compliance and financial risks. Key Board activities include the monitoring of key risks, identification of emerging risks, and consideration of risk mitigations after taking into account risk appetite and the impact of those risks on the achievement of business objectives.

The Audit and Risk Committee oversees implementation of the risk management and internal control systems, reviews the effectiveness of risk management and monitors mitigation plans on behalf of the Board. Further detail on the Committee's activities during FY25 is set out in the Audit and Risk Committee Report on pages 61 to 68.

Business Risk Owners, comprising Executive Directors and Senior Management, are responsible for embedding the risk framework into day-to-day operations. They are responsible for ensuring that risks are managed within agreed risk appetite limits and drive, design and implement controls. Business Risk Owners review, identify and assess existing and emerging risks with the support of the risk management team twice per year.

## Risk Appetite

The Board recognises the need for informed risk-taking in order to deliver sustainable and profitable business growth. Our approach to risk management aims to bring controllable risks within our appetite and enable our decision making to balance uncertainty against the objective of building Shareholder value through long-term, sustainable returns for our Shareholders and other Stakeholders. To support and facilitate risk appetite discussions and decisions, the Board categorises the principal risks into the following seven categories:

- Strategic
- Operational
- Financial
- Reputational
- Political and economic
- Legal and compliance
- Cyber

Our risk appetite varies across different risk categories and serves to inform the Group's risk framework and day-to-day control activities. The Board is committed to ensuring that the key risks are managed on an ongoing basis and the business operates within its risk appetite and takes into consideration the principal risks of the business when it assesses the long-term viability of the business. Although these risks all have the potential to affect future performance, work is undertaken to mitigate and manage these risks such that they should not threaten the overall viability of the business over the three-year assessment period (refer to the Viability Statement on pages 22 to 23).

## Principal Risks

The Board confirms it has carried out a robust assessment of the Group's principal and emerging risks for the year ended 31 December 2025 including any risks that would threaten its business model, future performance, solvency or liquidity. The principal risks are described below, together with an explanation of how they are managed or mitigated and which risk category they are assigned to. We recognise that the Group is exposed to risks wider than those listed below. However, we have disclosed those that we believe are likely to have the greatest impact on the Group delivering its strategic objectives.

## Link to Strategy

Each principal risk is mapped to the Group's five strategic pillars as detailed on pages 10 and 11.

The table below provides the key for the strategic pillar references used throughout this section:

Market Leadership in a High-Growth Segment	1
Multi-Brand Platform with Diversified Revenue Streams	2
Geographic Diversification Across Global Markets	3
Investment in Foundational Capabilities	4
Sustainable Competitive Advantages	5

Risk description	Mitigation	Category	Trend	Strategic pillars
<b>01. Brand and Reputation for Product Safety</b>				
The Group's reputation and financial performance are closely tied to the quality, effectiveness and safety of its At-Home Beauty Devices ("AHBDs"). Any loss of consumer confidence in product quality or safety could result in increased product returns, regulatory scrutiny and damage to the Group's brands.	<p>Product development incorporates independent clinical trials with respected third-party laboratories.</p> <p>All products adhere to UKCA, EU-MDR, TGA, FDA, Health Canada and NMPA standards.</p> <p>Clear usage guidelines accompany all products.</p> <p>Group Regulatory Compliance team monitors evolving product safety regulatory requirements.</p> <p>Product liability insurance and dedicated in-house PR and product safety expertise are in place.</p>	Reputational	=	1 2 5
<b>02. Marketing Effectiveness and Digital Channels</b>				
The Group relies on digital marketing, social media and approximately 2,700 Key Opinion Leaders to drive awareness and revenues. Changes in social media algorithms, advertising policies or influencer-related risks could affect the Group's ability to reach its target audience and reduce marketing visibility.	<p>Diversified marketing strategy across multiple platforms and channels with regular performance monitoring.</p> <p>CEO/CFO budget approval together with regular financial performance reviews.</p> <p>Investment in direct-to-consumer channels alongside selective wholesale partnerships provides resilience against platform-specific disruption. Approximately 75% of revenue is driven by customer direct brand searches, reducing dependency on paid digital channels.</p>	Strategic	↑	1 2 5
<b>03. Supply Chain Disruption</b>				
The Group relies on specialised components and manufacturing partners for its products. Production delays, supplier disruptions or external factors such as natural disasters, geopolitical tensions or transportation constraints could lead to product shortages, increased costs and delays in fulfilling customer orders.	<p>Inventory held across seven international warehouses strategically positioned in key markets.</p> <p>Dual-source manufacturing strategy with production facilities across the US, China, India and Thailand reduces reliance on any single geography.</p> <p>Multiple sources for own-brand manufacturing and high stock cover maintained as standard policy.</p>	Operational	=	3 4
<b>04. Innovation and Product Development</b>				
The Group's continued success depends on its ability to develop and introduce new, innovative AHBDs. Product development cycles of 2-3 years create a natural barrier to entry but also require sustained investment. Failure to identify emerging consumer needs risks the Group falling behind competitors.	<p>A 21-person global R&amp;D team drives continuous innovation, with over 40 products in the current pipeline.</p> <p>Proprietary customer data from direct-to-consumer channels informs product development.</p> <p>Selective acquisitions expand intellectual property and enhance the Group's technology platform.</p> <p>Dedicated NPD team manages projects with relatively low development costs due to in-house capabilities.</p>	Strategic	=	1 4 5
<b>05. People and Key Personnel</b>				
The Group depends on the expertise and leadership of its Senior Management team and specialist employees, particularly those with knowledge in beauty technology, product development and digital marketing. The loss of key individuals could disrupt strategic execution and operational performance.	<p>Succession planning underpins Executive Director and senior hiring decisions, overseen by the Nomination Committee.</p> <p>Competitive remuneration packages for Executive Directors and Senior Management designed and governed by the Remuneration Committee.</p> <p>Share-based payment schemes available from 2026 to incentivise retention across a wide group of employees.</p>	Strategic	=	4 5

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Trend key: ↑ Increasing risk = Stable

Risk Management and Principal Risks *continued*

Risk description	Mitigation	Category	Trend	Strategic pillars
<b>06. Foreign Currency Risk</b>				
A significant and growing proportion of revenues and expenses are denominated in currencies other than pounds sterling, including USD, EUR, AUD, CNY, CAD and SGD. Adverse movements in exchange rates could have a material impact on the Group's reported financial results.	<p>Bi-annual hedging programme managed by the CFO covering 50% of forecast cash excess across AUD, EUR and CAD into USD.</p> <p>Natural hedging through matched currency sales and purchases and foreign currency bank accounts.</p> <p>CFO and Associate Director of Finance review foreign exchange risk at least monthly, including detailed sensitivity analysis modelling of changing exchange rates on working capital, cash flow and profit forecasts.</p>	Financial	=	3 4
<b>07. Macroeconomic Conditions and Geopolitical Risk</b>				
As a global business selling into over 90 countries, the Group is exposed to economic downturns, consumer spending fluctuations, trade restrictions and tariff changes. Products are discretionary purchases, making demand sensitive to macroeconomic conditions. A shift in US trade policy, including higher tariffs on key manufacturing hubs, could increase costs.	<p>Geographic dispersion across 90+ markets and seven warehouses reduces single-market dependency.</p> <p>Dual-source manufacturing across the US, China, India and Thailand allows tariff optimisation.</p> <p>Investment in Indian manufacturing commenced in 2025, further diversifying the production base.</p> <p>Premium positioning and price inelasticity provide some protection against tariff-driven cost increases.</p> <p>High gross margins and a relatively low fixed cost base support resilience.</p>	Political & Economic	↑	3 4
<b>08. Digital Systems, IT Infrastructure and Cyber Security</b>				
The Group is reliant on IT systems across financial reporting, CRM, supply chain management, warehousing and digital marketing. A failure, disruption or security breach could impact operations, leading to financial losses and potential data breaches. Dependency on third-party platforms for cloud storage, web hosting and payment processing creates additional risk.	<p>IT support and cloud computing services engaged with specialist cyber risk expertise.</p> <p>CTO responsibility for implementing, maintaining and testing disaster recovery and business continuity plans alongside ongoing penetration testing programme.</p> <p>Periodic IT and Cyber security related training mandatory for all employees and contractors.</p> <p>Multiple customer payment providers reduce single points of failure.</p> <p>Core e-commerce operations hosted on Shopify Enterprise, benefiting from Shopify's dedicated security infrastructure, compliance certifications and platform-level resilience.</p> <p>GDPR-compliant processes and procedures established.</p>	Cyber	↑	4 5
<b>09. Intellectual Property Protection</b>				
The Group's competitive position depends on protecting its intellectual property (IP), including trademarks, patents and product registrations across multiple jurisdictions. Failure to protect this IP may allow third parties to exploit the Group's brand and product designs through counterfeit products.	<p>IP registration programme supported by specialist trademark lawyers.</p> <p>Design patents held across all three brands with proprietary technology in latest product designs creating additional barriers.</p> <p>Active monitoring of counterfeit products across key e-commerce platforms.</p>	Legal & Compliance	=	1 5

Risk description	Mitigation	Category	Trend	Strategic pillars
<b>10. Regulatory Compliance</b>				
Following its Main Market listing in October 2025, the Group is subject to increased compliance requirements from legal, regulatory, financial reporting and corporate governance perspectives. The Group operates across multiple jurisdictions with varying regulatory frameworks, and non-compliance could result in fines, product recalls or restrictions on market access.	<p>Dedicated Regulatory Compliance Manager monitors evolving product-related requirements across all jurisdictions.</p> <p>Adherence to UKCA, EU-MDR, TGA, FDA, Health Canada and NMPA product related standards.</p> <p>Board and Audit and Risk Committee oversight of compliance matters with External Auditors providing statutory audit assurance in relation to Financial Statements and internal controls.</p> <p>Tax specialists engaged to advise on international regulations.</p>	Legal & Compliance	☰	3 4

### Emerging Risks

Identification and review of emerging risks are integrated into our risk review process. Emerging risks are those risks or combination of risks which are often rapidly evolving, for which the impact and probability of occurrence have not yet been fully understood and consequently, the appropriate mitigations have not yet been fully identified. The Board monitors emerging risks through horizon scanning, market intelligence, regulatory developments and technology trends. The following emerging risk has been identified during the year:

**Artificial Intelligence and Technology Disruption:** The rapid development of AI-powered beauty and skincare technology may change consumer expectations and competitive dynamics. The Group monitors AI developments and is evaluating opportunities to integrate AI into future product generations.

### Looking Ahead: UK Corporate Governance Code 2024: Provision 29

The revised UK Corporate Governance Code 2024 introduces Provision 29, which requires boards to make a formal declaration on the effectiveness of material controls. This new requirement takes effect for the Group from 1 January 2026.

In preparation, the Group has launched a compliance programme under the sponsorship of the CFO. Work to date includes the establishment of a dedicated Provision 29 Working Group, the mapping of material risks to their associated controls, and the development of a three-tiered assurance model. The Audit and Risk Committee will provide oversight of the programme, and a full compliance report will be included in the Group's FY26 Annual Report.

### Board Confirmation

The Board confirms that it has carried out a robust assessment of the principal and emerging risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity and reputation. The Board has considered the nature and extent of the principal risks it is willing to take in achieving its strategic objectives and is satisfied that the Group's risk management and internal control systems are effective.



Trend key: Increasing risk Stable

# Going Concern and Viability Statement

## Going Concern

The Board is required to assess whether it is appropriate to prepare the Financial Statements on a going concern basis. In making this assessment, the Directors have considered the Group's current financial position, its projected cash flows and liquidity requirements, the availability of committed financing facilities, and the potential impact of macroeconomic and operational risks.

The Group ended the financial year in a very strong financial position. As at 31 December 2025, the Group held cash and cash equivalents of £40.8m with zero borrowings (excluding lease liabilities) on the balance sheet, having used proceeds from the IPO in October 2025 to fully repay all bank debt, loan notes and preference shares. The Group also has access to an undrawn £5.0m working capital facility (stepping up to £12.5m from March 2026, with no financial covenants), providing total available liquidity of approximately £45.8m. Total current assets of £78.2m comfortably exceeded total current liabilities of £39.4m, providing a net current asset surplus of £38.8m.

The Board has prepared detailed cash flow forecasts to 30 June 2027, being at least 12 months from the date of approval of these Financial Statements. Three scenarios were modelled:

- 1) a Board-approved base case;
- 2) a severe downside scenario (e-commerce turned off) in which all direct-to-consumer e-commerce revenue (approximately 90% of Group sales) ceases entirely; and
- 3) a cost inflation scenario in which the cost of goods sold increases by 50% across all products globally with no price pass-through to customers.

Under both the base case and the cost inflation scenario, the Group remained cash positive at all times during the going concern assessment period from existing cash resources alone, without recourse to the undrawn facility. Under the e-commerce cessation scenario, which the Board considers an extreme and implausible event, the Group remained cash positive throughout the going concern assessment period, even assuming no reduction in the fixed overhead base or employee wages related costs.

The Directors also considered the potential impact of increased US tariffs; the Group's financial projections were prepared on a conservative basis incorporating tariff rates significantly above those prevailing in 31 December 2025.

Further detail on the sensitivity analysis and stress testing review is set out in the Audit and Risk Committee Report on pages 61 to 68.

### Conclusion

The Directors are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Consequently, the Financial Statements have been prepared on a going concern basis.

## Viability Statement

In accordance with the Code, the Directors are required to assess the Group's prospects and whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over a longer period than the twelve months required by the going concern assessment.

### Viability assessment period

The Directors considered an appropriate viability assessment period to be the three-year period from 31 December 2025 to 31 December 2028. This timeframe aligns with the Group's Board-approved three-year strategic plan and reflects the period over which the Directors can form a reasonable expectation of the Group's prospects, taking into account the pace of change in the AHBD market and the Group's product development cycles of approximately two to three years.

### Assessment of viability

The Directors have assessed Group's viability by reference to its current financial position, recent and historic trading performance, the three-year strategic plan and financial forecasts approved by the Board, the Group's Business Model and Strategy as described on pages 8 to 11, and its Principal Risks detailed on pages 18 to 21 of this Strategic Report.

The Board has prepared detailed cash flow forecasts for the three-year period to 31 December 2028, representing the three-year viability assessment period. Three scenarios were modelled:

- 1) a Board-approved base case;
- 2) a severe downside scenario (e-commerce turned off) in which all direct-to-consumer e-commerce revenue, approximately 90% of Group sales, ceases entirely; and
- 3) a cost inflation scenario in which the cost of goods sold increases by 50% across all products globally with no price pass-through to customers.

Under both the base case and cost inflation scenario, the Group remained cash positive at all times over the viability assessment period with substantial headroom.

Under the e-commerce cessation scenario, the Group does not exhaust its combined cash and facility headroom until Q3 of the third year, modelled without any reduction in the fixed overhead or wage cost base.

Crucially, the downside scenarios do not incorporate any mitigating management actions. In the e-commerce cessation scenario, fixed overheads and wages are held entirely constant despite an approximate 75% reduction in revenue. In any realistic scenario, the Directors would take immediate action to reduce the cost base, substantially extending the cash runway well beyond the assessment period.

#### Principal risks considered

The Board considered each of the Group's ten principal risks as described on pages 18 to 21 of this Strategic Report and assessed whether any individual risk or plausible combination of risks could produce a financial outcome worse than the downside scenarios modelled within the three-year assessment period.

The Board concluded that no realistic crystallisation of any principal risk, including the three risks identified as currently increasing in trend (Marketing Effectiveness and Digital Channels, Macroeconomic Conditions and Geopolitical Risk, and Digital Systems IT Infrastructure and Cyber Security), could plausibly reduce revenue to the levels seen in the e-commerce turned off scenario over the viability assessment period of three-years.

Further detail on the sensitivity analysis and stress testing review is set out in the Audit and Risk Committee Report on pages 61 to 68.

#### Conclusion

Based on the assessment described above, the Board confirms that it has a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period to 31 December 2028.



# Stakeholder Engagement and Section 172(1) Statement

The Directors of the Beauty Tech Group plc recognise their statutory duty under Section 172(1) of the Companies Act 2006 to act in a way that they consider, in good faith, would most likely promote the success of the Company for the benefit of its Shareholders as a whole. In fulfilling this duty, the Board has regard to the range of factors set out in s172(1)(a)-(f), including the long-term consequences of decisions, the interests of colleagues, relationships with suppliers and customers, the impact of operations on communities and the environment, the maintenance of high standards of conduct, and the need to act fairly between members of the Company.

Our long-term relationships with Stakeholders are fundamental to our long-term success. We have identified five key stakeholder groups and understand the importance of regular engagement with each to ensure their needs and interests are considered in the Board's decision-making.





## Shareholders & Investors

### £29.0m

Gross proceeds raised from IPO

### £40.8m

Net cash at year-end

### £34.4m

Adjusted FCF

### 10.7p

Basic EPS

Our investor community includes existing and prospective institutional and retail Shareholders, research analysts and the investment banks and advisors that support us. As a newly listed company, building trust with this community is a priority for the Board.

#### Why we engage

To provide transparent, clear and consistent communication about how we aim to deliver growth and create long-term value, and to ensure that our Shareholders' views inform the Board's decision-making.

#### What matters to them

- A clearly articulated growth strategy, disciplined capital allocation and a credible path to sustained profitability.
- Transparent, timely financial reporting that gives a fair and balanced view of the Group's performance and prospects.
- High governance standards and confidence in the independence and calibre of the Board.
- Regular, accessible communication from the Board and Executive Management, with fair treatment of all Shareholder classes.

#### How we engage

- Extensive institutional investor engagement during the 2025 IPO roadshow, led by the CEO and CFO, alongside a retail investor offering via RetailBook's intermediaries network, ensuring broad access for all investor types.
- Following Admission, the Board continued engagement through full-year results presentations, including direct Q&A opportunities with analysts and investors.
- The Chair is committed to direct engagement with Shareholders. The Annual General Meeting will provide an opportunity for Shareholders to engage directly with both the Chair and the wider Board.
- The Board oversees the Company's communication with the market and maintains transparency through a dedicated investor relations section on thebeautytechgroup.com, providing access to regulatory announcements, share price information and core governance documents.

#### Outcomes in FY25

- Successful admission to the Main Market on 8 October 2025. All outstanding borrowings repaid, leaving the Group debt-free with £40.8m of net cash at the financial year-end.
- UK Corporate Governance Code 2024 adopted from Admission, with Audit and Risk, Remuneration, Nomination and Disclosure Committees established. An experienced Chair and two experienced independent Non-Executive Directors appointed.
- A clear capital allocation framework communicated to the market: (1) strategic investment, (2) share buyback at appropriate valuations, (3) ordinary dividend, (4) special dividends. No dividend expected near-term as the Group prioritises growth investment.
- Director lock-ups in place (restricting Directors from selling shares for 12 months following Admission, followed by a further six-month orderly market period during which any sales must be managed through the Company's broker), demonstrating management's alignment with long-term Shareholder interests.

Stakeholder Engagement and Section 172(1) Statement *continued*

## Customers &amp; Consumers

90+

Countries served

38,000+

Trustpilot reviews

4.5★

CurrentBody Skin  
Trustpilot rating

2,700

KOL partners

Our consumers are at the heart of everything we do. They trust us to bring the efficacy of clinical-grade beauty treatments into their homes, safely, transparently and at a price that makes professional-quality skincare accessible to a wider audience. That trust is something we take seriously and work hard to earn.

**Why we engage**

To ensure we understand our consumers' evolving needs and to deliver on our commitment to develop trusted, clinically validated products. Our consumers' feedback directly shapes our product development, and their advocacy through reviews, social media and word of mouth, is the most powerful driver of our growth.

**What matters to them**

- Clinically proven, safe and effective at-home beauty devices across LED, Radio Frequency, Microcurrent and Laser technologies.
- A seamless experience: 46 local-language D2C websites across three brands, complemented by prestige retail partnerships with Harrods, Selfridges, Sephora, Nordstrom, Space NK and John Lewis.
- Transparent product validation including the ability to verify individual device performance through our proprietary Veritace® NFC authentication.
- Accessible, responsive customer service and honest, clinically substantiated brand communication.

**How we engage**

- We collect insights from consumer feedback gathered through returns analysis, post-purchase surveys, exhibitions and sampling events. These insights directly inform strategic decisions on product development and R&D priorities.
- We engage with approximately 2,700 Key Opinion Leaders and influencers who educate consumers and provide credible third-party validation.
- We test our products through independent clinical studies conducted in partnership with the University of Manchester's dermatology department and certified via third parties including SGS, Eurofins and Intertek.
- Our customers can contact us directly via our customer service teams through live chat, email, telephone and social media, with dedicated support available across all three brands and our key markets.

**Outcomes in FY25**

- CurrentBody Skin delivered £125.8m of revenue (+59% on FY24), powered by the Series 2 LED face mask launch and a portfolio now spanning over 15 products across skincare and hair health.
- ZIIP Beauty revenue grew 46% to £13.2m, with gross margins expanding to 71.7% as the redesigned product range flowed through.
- Tria Laser contributed £2.0m in its first year, with the Tria 4X Hair Removal Laser relaunch commencing in Q1 FY26.
- Veritace® NFC authentication introduced: a first for the at-home beauty sector, enabling consumers to verify their device's clinical testing journey.
- KOL and influencer network diversified: we actively reduced our top-tier concentration from c.74% (FY22) to c.50% (FY24), creating a more balanced and sustainable engagement base.



2025 was not just a year of growth, it was a year in which the quality of that growth improved significantly. That is a direct reflection of the team we have built. I would like to thank every member of the Group for their exceptional contribution to the year's results.



Laurence Newman, Founder and Chief Executive Officer



## Our People

258

Employees at year-end

21

R&D team globally

7.8%

FY25 staff costs as % of revenue

3

Countries with employees

The dedication and talent of our team is the single most important factor behind our growth. Every member of the Group, from our R&D engineers in California, US, and Cheshire, UK, to our customer service and operations teams, has played a part in delivering a transformational year. Retaining and developing the right people is fundamental to our ambitions and we are deeply grateful for their contribution.

### Why we engage

To ensure every employee feels valued, has the opportunity to contribute to our vision, and can share in the Group's long-term success. Our people built this business from a two-person start-up in 2009 to becoming a listed company in 2025, and preserving that founder-led, entrepreneurial culture through the significant change of an IPO was a priority for the Board.

### What matters to them

- Competitive reward and recognition, with meaningful opportunities to share in the Group's long-term success.
- A culture that lives its values: Energy In, Results Out; Know It, Own It, Share It; Think Big, Move Fast. These are not just as words on a wall, but embedded in how we work, hire and develop.
- Clear, regular communication from leadership on strategy, performance and the Group's direction.
- Development opportunities, career progression and a safe, inclusive environment that values pace, creativity and individual contribution.

### How we engage

- The CEO and CFO/COO are heavily involved in day-to-day operations and this hands-on involvement gives the Board direct and continuous insight into how the Company's culture and values are lived in practice across the organisation.
- A Director-led welcome session with an interactive Q&A with the CEO is provided for every new starter. The Board believes in connecting people with leadership from day one.
- The Board receives regular updates from business area leaders which forms part of the Board's on-going agenda in FY26.
- From 1 January 2026, Seonna Anderson is our Designated Non-Executive Director for Workforce Engagement providing a direct channel between employees and the Board in line with Provision 5 of the Code.
- The Executive Directors oversee the Group's values-based performance review framework, with all employees assessed against eight criteria mapped to the Group's three value pillars. Reviews were completed across all departments in the second half of 2025, providing structured feedback, recognition and development planning.
- The Board monitors remuneration and reward practices including competitive salary benchmarking, annual reviews and auto-enrolment pension via NEST. The Board approved share-based incentive arrangements for senior leadership at IPO, with broader employee share schemes approved for implementation in FY26.
- The Group provides an independent whistleblowing service to encourage employees to raise relevant concerns anonymously and/or confidentially.

### Outcomes in FY25

- 258 employees at year-end across the UK, US and China with strategic hires across sales, marketing, product development and operations.
- 21-person global R&D team maintained across Alderley Park (Cheshire, UK), Pleasant Hill (California, US) and Shanghai (China), with over 40 products in the current pipeline.
- Multiple internal promotions during FY25, supported by the Executive Directors and Senior Management.

Stakeholder Engagement and Section 172(1) Statement *continued*

## Suppliers &amp; Manufacturing Partners

## Dual-source

manufacturing across all brands

### 7

Global warehouses

### 4

In-house regulatory specialists

### 27

International patents

Our supply chain partners are fundamental to our ability to bring safe, effective products to market. We build long-term relationships with our manufacturing partners, co-invest in tooling and equipment, and embed our own employees at key facilities. These are genuine partnerships, not transactional supplier arrangements and they are central to our competitive advantage.

#### Why we engage

To maintain the quality, safety and continuity of supply that our consumers depend on, and to work collaboratively with partners who share our commitment to ethical practices and continuous improvement. Our approach to manufacturing is to reduce risk and create an environment for innovation.

#### What matters to them

- Long-term demand visibility, predictable order flow and fair commercial terms.
- Alignment with TBTG's standards on quality, safety, ethics and responsible sourcing.
- Collaborative development relationships with clear specifications and shared investment.

#### How we engage

- Our Executive Directors closely monitor the Group's presence at the primary LED manufacturing joint-venture facility in China where the Group's employees are embedded alongside the partner's team. The Group owns the product moulds, certain tools and production machines.
- The Executive Directors oversee structured reviews covering demand planning, tooling timelines and quality assurance, with regular dialogue between procurement, operations and commercial teams.
- Our supplier contracts with key supply chain partners contain clauses relating to anti-bribery and modern slavery. New supplier onboarding procedures were introduced during FY25.
- Our in-house regulatory specialists ensure compliance with FDA, EU MDR, UKCA, TGA, Health Canada, NMPA and other requirements across all markets.

#### Outcomes in FY25

- The Group progressed its dual-source manufacturing strategy during FY25. ZIIP Beauty has dual-source production capability in California (US) and China. Investment in a second source of CurrentBody Skin production commenced in India through the Group's existing China supply chain partner. Tria Laser manufacturing arrangements were under development during the year with a specialist US-listed medical device company.
- Indian LED manufacturing facility commenced in 2025 with investment continuing into 2026, further diversifying the production base and optimising tariff positioning.
- Seven warehouses globally: US (two, in-house), UK (Manchester, in-house), plus Netherlands, Hong Kong, China and Australia via third-party logistics.
- Continuity of supply maintained throughout FY25 despite significant US tariff increases and global supply chain disruption.



## Communities & Environment

### SECR

Baseline established

### ESG

Working Group formed

We are a global business with roots in Cheshire (UK), and teams in California, Ohio (US), and Shanghai (China), and manufacturing partners across Asia. We recognise our responsibility to the communities where we operate and to the environment, and the Board is committed to enhancing our approach to sustainability as the Group scales.

#### Why we engage

To ensure our operations have a positive impact on the communities we serve, and to develop a credible and transparent approach to environmental responsibility. The Board recognises that sustainability reporting is an area for continued development and is committed to enhancing disclosures progressively.

#### What matters to them

- Responsible operations that minimise environmental impact.
- Product safety and regulatory compliance across all 90+ markets.
- Advancing the science of at-home beauty technology through transparent, published clinical research.
- Ethical labour practices and responsible sourcing throughout the supply chain.

#### How we engage

- Executive directors receive regular updates to ensure that regulatory approvals are maintained across all global markets. Including products adhering to UKCA, EU-MDR, TGA, FDA, Health Canada and NMPA standards.
- The Board has developed a clinical evidence strategy including ongoing clinical research partnership with the University of Manchester's dermatology department.
- Executive Directors regularly review packaging recyclability and product longevity. Recycling facilities are in place at each international office.
- The Board is updated on community and charitable initiatives including those supporting local causes in Cheshire, California and Shanghai.

#### Outcomes in FY25

- ESG Working Group established during FY25, with an ESG Committee planned for FY26.
- Scope 1 and 2 carbon footprint baseline established in compliance with SECR requirements. ESG roadmap for FY26 approved, covering Scope 3 measurement and environmental targets.
- Modern Slavery and Human Trafficking Statement reviewed and approved by the Board, setting out the Group's commitment to preventing modern slavery.
- ESG Working Group identified climate-related risks through a structured internal review process during FY25, aligned to our overall Group risk framework.

Stakeholder Engagement and Section 172(1) Statement *continued*

## Key Board Decisions in FY25

In line with the Board’s duty under Section 172(1) of the Companies Act 2006, the Directors carefully consider the long-term consequences of decisions and the interests of key Stakeholders. The following examples illustrate how the Board applied these duties in practice during the year, including how Stakeholder views, risk considerations and long-term sustainability informed key decisions.

**The Board considers a range of factors as follows:**

- A** Long-term consequences
- B** Employee interests
- C** Customer, supplier & other relationships
- D** Community & environment
- E** High standards of conduct
- F** Acting fairly between members

### IPO decision and listing outcome

In 2025, the Board approved the decision to pursue a Main Market listing on the London Stock Exchange, culminating in the Company’s admission to trading on 8 October 2025. The IPO raised £28.5m, enabling repayment of all outstanding borrowings and establishing the Group on a debt-free footing with £40.8m of net cash. The offer comprised both an institutional bookbuild and a retail intermediaries offer via RetailBook, ensuring broad investor access.

**Stakeholders impacted:**  
Investors | People | Consumers | Suppliers

- A** The Board believes the listing provides a platform for the long-term growth aspirations of the Group by elevating our profile, enhancing brand credibility and providing access to capital markets.
- B** Employees were kept informed of the IPO process and Admission status by regular town hall updates.
- C** The listing strengthens our relationships with retail partners and suppliers by providing enhanced financial transparency and the credibility of a Main Market listing.
- E** The listing subjected the Group to extensive due diligence, prospectus disclosure and ongoing reporting obligations, reinforcing our commitment to high standards of business conduct and governance.
- F** The IPO was structured to ensure fair access for all investor types, with at least 30% of shares available to trade on the open market and an offer price set through a transparent, market-driven process.

### Adoption of the UK Corporate Governance Code 2024

The Board adopted the UK Corporate Governance Code 2024 in FY25 and formally applied it with effect from our Admission in October 2025. We are working towards full compliance of the Code during FY26, further details can be found in the Corporate Governance Report on pages 51 to 56. Key activities in FY25 included the appointment of the Chair of the Board and two independent Non-Executive Directors; the establishment of the Board and its Committees (Audit and Risk, Nomination and Remuneration) and approval of the Matters Reserved; adoption of key policies on Admission, including Share Dealing, Whistleblowing, Financial Crime (incorporating Anti-Bribery and Anti-Corruption) and Charitable and Political Donations Policy.

**Stakeholders impacted:**  
Shareholders | People

- A** Robust governance structures serve long-term Stakeholder interests by providing accountability, transparency and risk oversight as the Group grows
- B** Seonna Anderson as the Non-Executive Director Workforce Engagement Lead (effective from 1 January 2026) creates a direct channel between employees and the Board, ensuring workforce perspectives inform decision-making.
- E** A comprehensive share dealing policy framework is in place to ensure compliance with the UK Market Abuse Regulation (“UK MAR”) and the Disclosure Guidance and Transparency Rules, designed to protect shareholders and preserve the integrity of the Company’s securities.

**Tailored brand-specific go-to-market strategy**

The Board endorsed a differentiated retail strategy aligned to each brand's technology and consumer behaviour: CurrentBody Skin predominantly D2C with selective prestige and volume retail; ZIIP Beauty hybrid D2C and premium retail; and Tria Laser focused on high-volume retail partnerships.

**Stakeholders impacted:**  
Customers & Consumers | Investors

- A** A tailored approach builds long-term brand equity by ensuring each brand reaches the right consumers through the right channels. The D2C-first model preserves margin and customer insight, with approximately 75% of revenue driven by direct brand searches.
- C** The strategy was informed by direct engagement with retail partners and consumer purchasing data. Each brand's approach reflects how consumers discover and purchase that technology.
- F** Revenue diversification across five geographic regions (US & Canada 40%), Rest of Europe (22%), UK & Ireland (20%), Asia (13%), Rest of World (5%) ensures Shareholders benefit from the Group's international reach.

**Investment in Indian LED manufacturing facility**

The Group has invested in expanding its LED manufacturing capability in India through its existing supply chain partner, establishing a second source of production for CurrentBody Skin alongside the partner's existing facility in China. The investment, which comprises funding contributions to the supplier's capital expenditure programme and continues into FY26, was taken in the context of significant US tariff increases and escalating global supply chain risk. The decision required the Board to balance near-term capital commitment against long-term supply chain resilience and tariff optimisation.

**Stakeholders impacted:**  
Suppliers & Manufacturing Partners | Investors | Consumers | Communities

- A** Dual-source manufacturing insulates the Group from single-country supply disruption and positions CurrentBody Skin competitively across tariff regimes. The Board considered this a structurally important investment in long-term operational resilience, not simply a response to near-term tariff conditions.
- C** Consumers benefit from continuity of supply and stable pricing. The Board specifically considered the risk that tariff-driven cost increases would need to be passed through to retail prices and assessed the India investment as a structural mitigant against that outcome.
- D** Consideration of the environmental and community impact of establishing operations in a new geography. Partner selection included assessment of labour standards and environmental practices. The India facility creates employment and skills development opportunities in the local community, and the Board will monitor environmental compliance as operations scale.
- E** New manufacturing relationships established during FY25, including the India facility, were subject to the Group's supplier onboarding procedures introduced during the year. Key manufacturing partner contracts include requirements relating to anti-bribery and modern slavery compliance.

**Summary**

The Board believes that, through the governance arrangements adopted during the year and the structure of its decision-making processes, it has effectively fulfilled its duties under Section 172(1). As the Company continues to mature as a listed entity, the Board will further strengthen engagement mechanisms, develop its sustainability approach, and continue embedding Stakeholder considerations into strategy and operations.

# Environmental, Social and Governance (“ESG”)



As a newly listed company, FY25 was about getting the right foundations in place. We have the data, governance and reporting infrastructure we need to set our first formal environmental targets in FY26. We take our responsibilities seriously and are committed to developing our ESG approach as the Group grows.



**Sam Glynn**  
Chief Financial Officer

As an international beauty-tech business, what we do and how we do it has an impact on the people and the world around us. Our Stakeholder relationships are key to our success and inform our decision making on ESG related matters. Our direct environmental footprint is relatively modest: we are an asset-light, predominantly digital D2C business with an average of 241 employees during the year and no wholly owned manufacturing. But modest does not mean unimportant; FY25 has been a year of building our sustainability foundations and as a newly listed company, our Board remains fully committed to further developing our ESG principles and goals throughout FY26. The data and infrastructure we have put in place this year will also underpin our first formal environmental targets, which we intend to set in FY26.

## FY25 Highlights

### Established a new ESG Working Group

comprising members of our senior management, formally embedding ESG matters and climate-related risks into our governance framework

### Implemented a new carbon accounting and reporting platform

enabling us to prepare, manage, monitor and report our carbon footprint in line with SECR

### Completed our first employee carbon survey

gaining valuable insight into how we engage with our employees on sustainability matters going forward

### Committed new contracts

for key UK renewable energy suppliers

### Data and infrastructure

put in place this year will underpin our first formal environmental targets, which we intend to set in FY26



## Environmental

### Governance and Oversight

The Board has overall responsibility for climate-related risks and opportunities. In practice, this sits with the Audit and Risk Committee, which leads our climate risk assessment, oversees our TCFD disclosures and reviews environmental reporting before it is published.

Our full TCFD disclosure, prepared under UK Listing Rule 6.6.6(8), is set out on pages 37 to 40.

During FY25, we established an ESG Working Group, bringing together senior management from operations, finance, people and product. The primary purpose of the Working Group is conducting the structured climate risk identification exercise that underpins both this section and our TCFD disclosures. We plan to expand and formalise the ESG Working Group's Terms of Reference in FY26, and it will report directly into a new ESG Committee, comprising Director and senior management representation. The ESG Committee will report into the Audit and Risk Committee.

### Our Products and Packaging

All our packaging used to ship products to customers is 100% recyclable. We partner with DHL Go-Green for a portion of our shipping, allowing us to offset associated carbon emissions. These are not token gestures. As a direct-to-consumer business, packaging and last-mile logistics are among our most significant touchpoints with the environment.

### Our Offices and Operations

Our head office is at The Glasshouse, Alderley Park, Cheshire, United Kingdom, managed by Bruntwood, a major UK commercial property group that specialises in creating culturally vibrant, equal and environmentally conscious workplaces. We moved to a larger space within the building in August 2025 to accommodate our growing team. Day-to-day operations are near-paperless, recycling facilities are provided throughout, and 98% of our employees worked remotely for at least one day per week during FY25, reducing commuting emissions significantly.

Electricity at The Glasshouse is supplied by Unify Energy, Bruntwood's own fully-regulated energy supplier business, which operates on 100% renewable principles. Bruntwood is committed to be a fully net zero carbon business across all operations by 2050. In January 2026 we signed a renewable electricity contract for our UK Warehouse facility and from FY26, all our UK electricity will come from renewable sources.

### Greenhouse Gas Emissions and Energy Use

We report our Scope 1, 2 and 3 greenhouse gas emissions ("GHG") in compliance with the Streamlined Energy and Carbon Reporting ("SECR") regulations for quoted UK companies. This is our first SECR disclosure as a listed company; the Group has met the SECR qualifying criteria for three years, with prior-year data having been prepared internally. We use the UK Government Environmental Reporting Guidelines (2019), aligned to the GHG Protocol, with an operational control boundary. Emissions conversion factors are sourced from the UK Government's annual GHG Conversion Factor publications.

#### Six sites are included in our FY25 reporting below:

Three UK sites:

- Medical aesthetics clinic, Cheshire

- New head office, Cheshire (from March 2025)
- Warehouse, Greater Manchester

Three global sites:

- Ohio, USA (from January 2025)
- California, USA
- Shanghai, China

The prior year reporting covered one UK site and one overseas site. We have no owned vehicle fleet and business travel emissions are not material.

UK energy consumption rose to 175,171 kWh (FY24: 107,832 kWh), with total global energy consumption (including UK) of 410,317 kWh (FY24: 156,876 kWh). The increase in both measures reflects the expansion to six sites during the year, including a new US warehouse and additional UK office space. UK emissions totalled 31.5 tCO<sub>2</sub>e (FY24: 21.4 tCO<sub>2</sub>e) and global emissions (excluding UK) totalled 42.6 tCO<sub>2</sub>e (FY24: 9.9 tCO<sub>2</sub>e). Our emissions intensity ratio increased to 0.53 tCO<sub>2</sub>e per £m revenue (FY24: 0.31), driven by the addition of international operations during the year.

The Scope 3 figure covers business travel in employee-owned vehicles only. We do not yet measure Scope 3 emissions from our supply chain, inbound logistics or product use and we plan to commence data collation in these areas in FY26.

Greenhouse Gas Emissions (tCO <sub>2</sub> e)	FY25	FY24
Scope 1 - Gas Consumption	36.3	9.4
Scope 1 - Owned Transport	0.0	0.0
Scope 2 - Purchased Electricity	36.5	21.0
Scope 3 - Business travel (employee-owned vehicles)	1.3	0.9
<b>Total Emissions (tCO<sub>2</sub>e)</b>	<b>74.1</b>	<b>31.3</b>
<b>Intensity ratio (tCO<sub>2</sub>e per £m revenue)</b>	<b>0.53</b>	<b>0.31</b>
<b>Total Emissions (tCO<sub>2</sub>e) UK</b>	<b>31.5</b>	<b>21.4</b>
<b>Total Emissions (tCO<sub>2</sub>e) Global (excluding UK)</b>	<b>42.6</b>	<b>9.9</b>

Energy Use (kWh)	FY25	FY24
Gas	198,499	51,365
Electricity	206,014	101,331
Fuel (vehicle mileage)	5,804	4,180
<b>Total energy use (kWh)</b>	<b>410,317</b>	<b>156,876</b>
<b>Total energy use (kWh) UK</b>	<b>175,171</b>	<b>107,832</b>
<b>Total energy use (kWh) Global (excluding UK)</b>	<b>235,146</b>	<b>49,044</b>

## Environmental, Social and Governance (“ESG”) continued

### Environmental continued

#### Carbon Accounting and Data Infrastructure

In FY25 we implemented our new third-party carbon accounting and climate performance platform, aggregating energy, travel and operational data. We also plan to utilise this platform in FY26 for our Scope 3 measurement programme. Having the right infrastructure in place before we set our targets matters. It is essential to set credible and measurable commitments from the outset.

We have engaged a market leading sustainability and energy management services company to conduct our first ESOS (Energy Savings Opportunity Scheme) audit in FY26. ESOS is a mandatory energy assessment scheme for organisations in the UK that meet certain qualification criteria with the Environment Agency acting as the UK scheme administrator. The Group meets the criteria and is therefore required to carry out an audit of the energy used by our buildings, industrial processes and transport at least every four years to identify tailored and cost-effective measures to save energy and achieve carbon and cost reductions. The findings will directly inform our energy-efficiency roadmap and FY26 target-setting.

#### Employee Carbon Survey

In FY25 we completed our first employee carbon survey. The results gave us a clearer picture of the indirect environmental impact of our workforce and will inform how we engage employees on sustainability issues going forward:

# 98%

of employees worked remotely for at least one day per week, significantly reducing commuting emissions across our team.

# 18.5%

commuted by public transport, on foot or by train on the days they attended the workplace.

We plan to undertake an employee carbon survey annually and use the results to track progress and identify targeted initiatives.

#### Looking ahead: our environmental priorities for FY26

**Complete our first ESOS audit**  
prioritising audit findings and recommendations

#### ESG Working Party

to formally prepare and propose a Group Environmental Policy for ESG Committee formal approval and publication.

**Set our first measurable emissions reduction targets**  
informed by ESOS findings.

#### Conduct qualitative climate scenario analysis

(1.5°C and 3°C+) ahead of expected full TCFD compliance in FY26.

#### Commit to renewable electricity

across all UK operations. Our UK Warehouse committed to a new supplier contract in January 2026; our UK head office already operates on a fully renewable tariff.

#### Increase sea freight transportation mix

to lower carbon emissions per unit shipped relative to air freight, where operationally feasible.

#### Commence Scope 3 measurement programme

across product manufacturing, inbound logistics and supply chain.



## Social

### Our people

The Group employed 258 people at the end of the financial year spread across three countries. Our headcount reflects targeted investment: we hired ahead of planned revenue growth by investing in marketing, product development, supply chain and customer service, and building the team needed to scale. This was a deliberate and planned positive movement. Staff costs as a percentage of revenue rose from 6.5% in FY24 to 7.8% in FY25 as a result.

**Women represent**  
**77% of all employees**  
**50% of Senior Management**  
**40% of Board Directors**

	Male	Female	Not disclosed
Directors	3	2	-
Senior Management (excl. Directors)	1	1	-
Direct reports of senior managers	2	1	-
All employees	60	198	-

Our global footprint reflects how we work, with teams across the UK (headquarters, product, marketing), the US (sales, marketing, customer service) and China (manufacturing oversight and sourcing), where we established our new manufacturing facility during the year.

	UK	US	China	ROW
Directors	5	-	-	-
Senior Management (excl. Directors)	2	-	-	-
All employees	209	25	24	-

The numbers provided in the tables above represent actual employees as at the financial year end of 31 December 2025.

Further details on Our People including employee engagement, relevant policies, reward and development are set out in our Section 172(1) Statement on pages 24 to 31 and Directors' Report on pages 84 to 87.

### Health, Safety and Wellbeing

We apply our Health and Safety Policy across all locations. Our UK head office, The Glasshouse, is a modern, purpose-built space designed to support how people work today: collaborative, flexible and calm. Flexible and hybrid working is standard with 98% of our global team working remotely for at least one day per week in FY25.

In FY25, we identified Mental Health First Aiders and Fire Safety Marshals across the business, with formal external training programmes scheduled for FY26. There were no reportable health and safety incidents during FY25.

### Learning and Development

We believe that helping people grow is inseparable from growing the business. Our third-party online learning platform gives every employee access to a broad curriculum of development courses, including mandatory modules on Modern Slavery and Health & Safety. In FY25, 843 courses were completed across the Group. We also support employees pursuing external qualifications and professional certifications where these strengthen both individual capability and the Group's long-term skill base.

### Recognition and Engagement

In FY25 we introduced 'Employee of the Quarter' awards to recognise exceptional contributions and opened a permanent Suggestion Box via our online HR platform where employees can raise ideas at any time. We conducted employee polls throughout the year to gather feedback on specific decisions and initiatives. Enhanced benefits were introduced, including additional holidays for long service, a holiday buying scheme through salary sacrifice, and improved paternity and parental leave.

### Human Rights and Modern Slavery

Respect for human rights is a cornerstone of any responsible business. Human rights are the foundation of a fair and thriving society and we are deeply committed to upholding these values, ensuring that respecting our people is woven into everything we do. This commitment extends not only to our own employees but also to our global supply chain. Violation of human rights in our operations is unacceptable, and we will not tolerate any instance of modern slavery in our business or in our supply chain. Contracts with key product supply chain partners

include clauses relating to anti-bribery and modern slavery compliance. New supplier onboarding procedures were introduced during FY25.

Our latest Modern Slavery and Human Trafficking Statement is published on the Group's website [www.thebeautytechgroup.com](http://www.thebeautytechgroup.com).

Further details of how we engage with our suppliers and manufacturing partners can be found on page 28.

### Community and Charity

Our team raised more than £2,000 for charity during FY25 through various events including bake sales, supporting breast cancer research; Christmas Jumper Day for Save the Children; Red Nose Day fundraising; and a 5 Peaks Challenge for The Christie Charity. These initiatives were not driven centrally; they were led by our people, with the full support of our Executive Directors and Senior Management.

Further details on Our Communities are set out in our Section 172(1) Statement on pages 24 to 31.

## Environmental, Social and Governance (“ESG”) continued

## Governance

Good governance is what makes everything else in this report credible.

Our Board sets the tone, ensures accountability and holds management to the commitments we make. The Non-Executive Directors bring independent challenge across strategy, risk, remuneration and audit. Areas where objectivity matters most.

During the period since Admission, the Audit and Risk Committee reviewed the SECR emissions data and approved this TCFD disclosure, providing direct Non-Executive oversight and scrutiny of our climate-related reporting as required as a listed company.

Climate and sustainability governance is covered in the TCFD section on pages 37 to 40, which sets out how climate-related risk is escalated through management to the Board and how our oversight structures will develop in FY26.

Further details of our Risk Management and Principal Risks are detailed in the Strategic Report on pages 18 to 21.



# Task Force on Climate-Related Financial Disclosures (“TCFD”)

This is our first TCFD report, prepared under UK Listing Rule 6.6.6(8). As a newly listed company in 2025, we have approached this reporting using embedded processes and data available to date, and with a clear account of what we still have to do. We are compliant on governance, risk identification and Scope 1 and 2 emissions. We are not yet fully compliant in scenario analysis, quantitative financial impacts and formal climate targets and we explain below what we are doing and how we are committed to working towards full compliance in FY26.

The table below summarises our position against each TCFD recommended disclosure. Detailed narrative follows below the table:

Recommended Disclosure	FY25 Approach and Looking Forward to FY26	Status
<b>Governance</b>		
(a) Board oversight of climate-related risks and opportunities	The Board retains overall responsibility for climate risk. The Audit and Risk Committee formally leads climate risk assessment and TCFD disclosure. See pages 38 to 40.	✓
(b) Management’s role in assessing and managing climate-related risks and opportunities	An ESG Working Group was established in FY25, with oversight sitting with the Audit and Risk Committee. A formal ESG Committee with defined Terms of Reference is planned for establishment in FY26, with a reporting line into the Audit and Risk Committee.	✓
<b>Strategy</b>		
(a) Climate risks and opportunities over short, medium and long term	Five principal climate risks and two climate opportunities identified, assessed across short (one–five years), medium (five–10 years) and long-term (10+ years) horizons. See page 39.	✓
(b) Impact of climate risks and opportunities on business model and strategy	Qualitative impacts described. Quantitative financial impact assessment planned for FY26. See page 39.	Explain
(c) Resilience of strategy under different climate scenarios, including a 2°C or lower scenario	Qualitative scenario analysis (1.5°C and 3°C+) planned for FY26. See page 39.	Explain
<b>Risk Management</b>		
(a) Processes for identifying and assessing climate-related risks	ESG Working Group conducted a structured risk identification exercise using the Group’s established risk management framework. See page 38.	✓
(b) Processes for managing climate-related risks	Climate-related risks managed within the Group’s overall risk management process, with mitigating actions assigned to each identified risk. See Risk Framework on page 18 and Climate Risk Management on page 40.	✓
(c) Integration of climate-related risks into overall risk management	Climate-related risks included in the Group risk register and reviewed by the Audit and Risk Committee. See Principal Risks on pages 18 to 21 and Climate Risk Management on page 40.	✓
<b>Metrics &amp; Targets</b>		
(a) Metrics used to assess climate-related risks and opportunities	GHG emissions and energy intensity used as primary climate metrics via SECR. See page 33. Additional KPIs to be established in FY26.	Explain
(b) Scope 1, Scope 2 and Scope 3 GHG emissions	Scope 1, 2 and Scope 3 (employee business travel) emissions disclosed. See page 33. Scope 3 supply chain and logistics measurement targeted to commence in FY26.	✓
(c) Targets to manage climate-related risks and performance against targets	Formal climate targets not yet set. The Board intends to introduce measurable targets in FY26, informed by ESOS audit findings.	✗ Target compliance in FY26

## TCFD continued

### Governance

The Board has overall responsibility for climate-related risks and opportunities. This responsibility is formally delegated to the Audit and Risk Committee, which reviews climate-related financial risks, oversees the preparation of this disclosure and scrutinises environmental performance data before it is published in the Annual Report.

At management level, our ESG Working Group, established in FY25, brings together senior management from operations, finance, people and product. The Working Group has conducted the structured risk identification exercise that forms the basis of our strategy and risk management disclosures below and is responsible for developing our sustainability data and reporting infrastructure. We intend to establish an ESG Committee in FY26 which will report directly into the Audit and Risk Committee. This will also serve to ensure Director oversight and scrutiny of our ESG and climate-related strategy as it evolves.

### Strategy

As a newly UK-listed public company, we recognise sustainability is an integral part of our responsibility to all Stakeholders. We are committed to maximising Shareholder value while acknowledging the interconnectedness of our business with broader societal and environmental concerns. This commitment is demonstrated through proactive assessment of climate-related risks and opportunities, ensuring that sustainability is considered in our business operations and decision-making processes.

### Time Horizons

We assess climate risks and opportunities across three time horizons: short term (one to five years), medium term (5 to 10 years) and long term (10 years and beyond). Our principal exposures in the short to medium term are regulatory change, logistics disruption and energy cost inflation. Physical risks to our Asia-based supply chain tend to be medium to long term.



## Climate-related Risks

Our ESG Working Group identified five principal climate-related risks through a structured assessment using our established enterprise risk management framework. These are detailed in the table below, together with the financial impacts we consider most material and the mitigations we have in place.

Risk Type & Description	Potential Financial Impact	Time Horizon	Risk Score	Mitigation
<b>Physical: Supply Chain Disruption</b> Extreme weather disrupts manufacturing in Asia.	<ul style="list-style-type: none"> <li>Higher cost of sales</li> <li>Inventory shortages</li> <li>Revenue loss</li> </ul>	Medium-Long (five-10+ years)	Medium	<ul style="list-style-type: none"> <li>Dual-source manufacturing strategy (China and India)</li> <li>Climate-risk scoring of suppliers</li> <li>Inventory maintained to incorporate contingency element</li> </ul>
<b>Physical: Logistics Infrastructure</b> Storms, flooding, and wildfires disrupt transport networks.	<ul style="list-style-type: none"> <li>Higher freight costs</li> <li>Delivery delays</li> <li>Customer refunds and compensation payments</li> </ul>	Short-Medium (one-10 years)	Medium	<ul style="list-style-type: none"> <li>Multi-carrier logistics resilience</li> <li>Climate-resilient routes</li> <li>Multi-continent warehousing capacity</li> </ul>
<b>Transition: Regulatory &amp; Compliance</b> Carbon pricing, new UK Sustainability Disclosure Requirements (SDR), new packaging and e-waste regulations, Scope 3 obligations.	<ul style="list-style-type: none"> <li>Higher compliance costs</li> <li>Potential fines</li> </ul>	Short-Long (one-15+ years)	Low	<ul style="list-style-type: none"> <li>Carbon accounting and reporting platform implemented</li> <li>Supplier emissions engagement</li> <li>Packaging/EPR compliance</li> <li>Low-carbon logistics</li> </ul>
<b>Transition: Market &amp; Consumer Preferences</b> Growing preference for sustainable beauty-tech products; reputational risk if sustainability credentials lag peers.	<ul style="list-style-type: none"> <li>Loss of market share</li> <li>Lower brand value</li> </ul>	Short-Medium (one-10 years)	Low	<ul style="list-style-type: none"> <li>Monitor consumer sentiment via D2C model</li> <li>Adapt product energy efficiency</li> <li>Invest in credible sustainability communications</li> </ul>
<b>Transition: Cost of Energy &amp; Transport</b> Rising electricity prices and decarbonisation mandates increase warehouse and logistics costs.	<ul style="list-style-type: none"> <li>Higher operating expenses</li> <li>Margin compression</li> </ul>	Short-Medium (one-10 years)	Medium	<ul style="list-style-type: none"> <li>UK Renewable energy contracts in place</li> <li>First ESOS audit planned for FY26</li> <li>DHL logistics: Go-Green partnership</li> </ul>

## Climate Opportunities

We have also identified two areas where our climate response creates commercial opportunity:

- 1) Supply chain resilience: our dual-source manufacturing model, operating across China and India, was established for commercial reasons but also provides meaningful climate resilience, and we will continue to use climate-risk criteria when evaluating new suppliers and logistics routes.
- 2) Energy efficiency: our investment in renewable energy contracts and our ESOS audit may identify cost-saving opportunities that reduce both emissions and operating costs. As a direct-to-consumer business, credible sustainability credentials also support brand trust with an increasingly sustainability-conscious consumer base.

## Scenario Analysis

We did not conduct formal climate scenario analysis in FY25. As this is our first year reporting TCFD disclosures, our priority has been establishing the governance structures, risk identification processes and data infrastructure required for credible scenario analysis. We plan to conduct qualitative scenario analysis under 1.5°C and 3°C+ pathways in FY26, informed by the findings of our ESOS audit.

## TCFD continued

## Risk Management

Climate-related risk is not managed separately from our broader enterprise risk framework, it sits within it. The five risks identified in the TCFD strategy section on page 39 are included in our Group risk register, scored on the same 5x5 likelihood and impact matrix applied to all risks. This integration means climate-related risks are subject to the same rigour, escalation protocols and mitigation oversight as the risks with which they interact.

The process through which climate-related risks are assessed and managed, including how decisions are made to mitigate, transfer, accept or control identified risks, is described in the Risk Management and Principal Risks section of the Strategic Report on pages 18 to 21.

The ESG Working Group was responsible for the initial structured identification of climate-related risks in FY25. The Working Group identified climate-related risks through a structured internal review of our emissions data, which was used to prioritise the highest-impact areas of our operations and supply chain, covering both physical and transition risk categories. Mitigating actions were assigned to each identified risk. The most material mitigations already in place are our dual-source manufacturing strategy (reducing physical supply chain concentration risk), our multi-continent warehousing network, our DHL Go-Green partnership and our transition to renewable electricity. Our carbon accounting and reporting platform implemented in FY25 will allow us to monitor emissions-related metrics continuously from FY26.

The Directors have considered each of the five identified climate-related risks on page 39 and concluded that none requires adjustment to asset carrying values, impairment assumptions or other Financial Statement estimates for FY25, reflecting the Group's asset-light model and the medium-to-long-term time horizons across which physical risks are most likely to materialise.

The Board has carried out a robust assessment of the principal and emerging risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity and reputation. As part of this assessment, the Board continues to monitor Climate Change and Environmental Regulation as a risk. Physical climate risks to supply chains and transitional risks from evolving regulations are, and will continue to be, under active assessment by the ESG Working Party, ESG Committee, Audit and Risk Committee and the Board.

## Metrics and Targets

Our primary climate metrics are our absolute GHG emissions and energy intensity ratio, both of which are disclosed in our SECR reporting on page 33.

In FY25:

---

# 74.1 tCO<sub>2</sub>e

Total Scope 1, 2 and 3 emissions  
(FY24: 31.3 tCO<sub>2</sub>e)

---

# 0.53 tCO<sub>2</sub>e

Emissions intensity per £m revenue:  
increase driven by new international  
operations (FY24: 0.31 tCO<sub>2</sub>e)

---

# 410,317 kWh

Total energy use, increase driven by site  
expansion (FY24: 156,876 kWh)

---

We do not yet have formal climate targets. The Board has committed to introducing measurable targets in FY26, once we have a full year of carbon related data and the output of our first ESOS audit. We believe targets set on robust data are worth more than targets set prematurely. The FY25 SECR disclosure provides the baseline against which those targets will be measured.

Scope 3 supply chain emissions measurement will commence in FY26. We will report on progress against FY26 commitments, and our first formal climate targets, in the FY26 Annual Report.

# Corporate Governance

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# Chair's Introduction to Governance



Embedding strong governance practices is key to supporting disciplined decision-making and maintaining confidence in the Board's ability to deliver long-term value to our shareholders.



**ELAINE O'DONNELL**  
Chair of the Board

Dear Shareholders,

## Introduction

I am pleased to present The Beauty Tech Group plc's annual statement on corporate governance for the financial year (FY25), the first since our Admission to the London Stock Exchange in October 2025.

The Board is committed to maintaining the highest standards of corporate governance. Embedding strong governance practices is key to supporting disciplined decision-making and maintaining confidence in the Board's ability to deliver long-term value to our shareholders. We recognise that we are a founder-led business which has only recently listed and, therefore, our governance structures are still evolving, an evolution that we believe should be commensurate with our size and entrepreneurial character. However, despite the short time since Admission, we have made meaningful progress in strengthening our internal controls, formalising our reporting processes and embedding risk management. We are on a journey and remain committed to continuing that development in a considered and proportionate way.

## Board Composition

In preparation for Admission, we established a highly capable Board, with strength and depth that could add value from the outset. We shaped the Board to ensure the right balance of independence, skills and experience for a dynamic, entrepreneurially led business. The Board currently consists of the Chair, two Independent Non-Executive Directors and two Executive Directors. The Non-Executive Directors are considered independent under the UK Corporate Governance Code 2024 (the "Code").

The Board is mindful that Simon Cooper, our Senior Independent Director, reached nine years of service in March 2026. Succession planning is already progressing, with an additional independent Non-Executive Director expected to be appointed during FY26. In the meantime, Simon intends to put himself forward for re-election at our Annual General Meeting and will then step down once an appropriate candidate has been appointed. This forms part of our orderly and proactive approach to Board evolution, governance maturity and long-term stewardship.

## Governance Framework

The Board has prioritised the establishment of appropriate governance structures, the formation of Board committees and the adoption of policies and procedures designed to promote effective oversight, accountability and transparency. As the Group continues to scale through its strategic objectives: product innovation, D2C expansion, influencer-led awareness, selective prestige retail partnerships and a globally scalable supply chain, the Board will maintain active oversight of these interconnected growth drivers to ensure they are pursued within a robust governance, risk and control framework.

## Compliance with the UK Corporate Governance Code

In the period following Admission, the Board has remained focused on overseeing performance against the Company's agreed objectives and continuing to embed a sound governance framework. This has included a review of our compliance with the Code, the identification of areas where we continue to make progress and which we will develop to work towards further compliance through FY26. Further details of this review can be found on pages 51 to 52.

## Risk Management and Internal Controls

The IPO process saw further development of the Group's risk management framework and our internal controls monitoring policies and procedures. This work will continue in FY26, including progressing the requirements of Provision 29 of the Code which we will be reporting on for the first time in FY26.

## Board Performance Review

Given the short period between Admission on 8 October 2025 and our financial year end on 31 December 2025, we have not yet conducted an annual Board performance review. However, to support continuous improvement and effective governance, the Board reviewed its performance at the conclusion of each Board meeting through a standing agenda item. Following each such review, the Board was satisfied that it remained focused on the right priorities and was operating effectively in its oversight and governance responsibilities. We will carry out our first internal annual Board performance review in FY26.

## People and Culture

I want to acknowledge the dedication and hard work shown by my fellow Board members through the IPO process and FY25. Their independent thinking and breadth of perspectives played a vital role in establishing our governance structure pre-listing and their continued commitment to embedding this post-listing has been invaluable.

Our people and culture are central to who we are as a business. As a founder-led, entrepreneurial company, we recognise that maintaining and nurturing our culture as we grow and evolve is a priority for the Board. The Executive Directors and their hands-on involvement in the business provides the Board with continuous insight into culture and values but this will be an area of further development in FY26.

As part of this commitment, I am pleased to confirm that Seonna Anderson has been appointed as our designated Non-Executive Director for employee engagement for FY26. Seonna will be working closely with Laurence Newman and Sam Glynn to develop the Board's approach to workforce engagement.

## Shareholder Engagement

During the IPO process, considerable time was spent engaging with stakeholders and the Group's new shareholders, helping to share a fuller picture of our business and provide the Board with valuable insight regarding their objectives. Effective stakeholder engagement remains a key priority for our Board, and we will continue to develop this area over the coming year.

Looking forward to FY26, the Board has planned a comprehensive investor relations programme, aimed at both existing and prospective shareholders and which includes our inaugural AGM.

Further details of our full of stakeholder engagement is provided in the Strategic Report on pages 24 to 31.

## Looking Forward

As we look ahead, the Board remains committed to deepening our governance foundations and supporting the Group in its next phase as a listed company. We are grateful for the trust placed in us and remain focused on promoting long-term, sustainable value for all shareholders. The Board remains firmly focused on promoting and protecting the Company's long-term, sustainable growth for all stakeholders.

The following report sets out the actions we have taken in support of this commitment and illustrates the accountability with which we approach our responsibilities.



**Elaine O'Donnell**  
Chair of the Board

15 April 2026

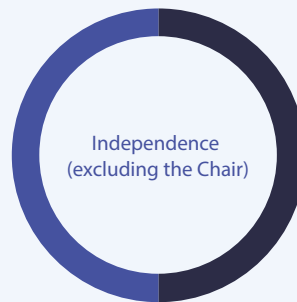


# Our Board

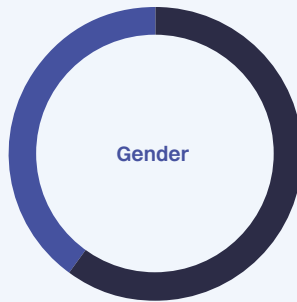
This section provides an overview of our Board's composition and activity during the year.

These pages outline key information including Director independence, diversity, experience and attendance at Board and Committee meetings.

These disclosures are intended to give a clear picture of how the Board is structured and how it operates in practice, supporting transparency and helping stakeholders understand our current governance arrangements.



● Independent:	50% (2)
● Non-independent:	50% (2)



● Male:	60% (3)
● Female:	40% (2)



● White:	100% (5)
----------	----------



● +5 years	2
● 4-5 years	1
● 2-3 years	0
● 1-2 years	0
● Less than 1 year	2

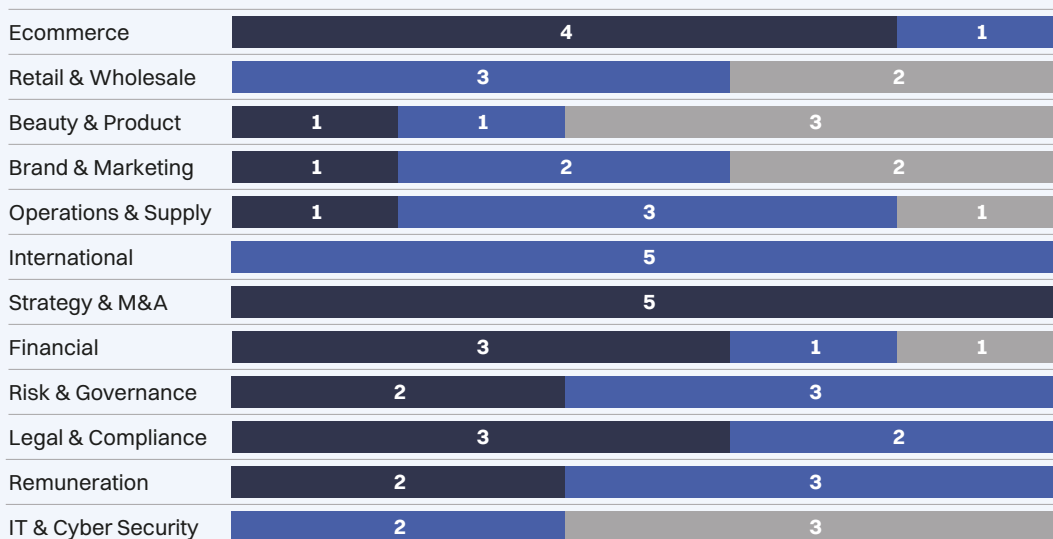


### Board and Committee Meeting Attendance

Since Admission on 8 October 2025 and the 31 December 2025 financial year end, the Board held two scheduled meetings in November and December 2025. The table below shows the number of scheduled meetings since Admission attended by each Director against a total number of possible meetings for each Director.

Director	Board*	Nomination	Audit and Risk	Remuneration
Elaine O'Donnell	2/2	1/1	-	1/1
Simon Cooper	2/2	1/1	1/1	1/1
Seonna Anderson	1/2**	1/1	1/1	1/1
Laurence Newman	2/2	-	-	-
Sam Glynn	2/2	-	-	-

### Skills, Experience & Knowledge of Our Board



● Expert (3)    ● Significant (2)    ● Knowledge (0-1)

\* In addition to two scheduled board meetings, the Board met on one further occasion at short notice to fulfil its obligations as a listed company. This was attended by all Board members.

\*\* Seonna Anderson was unable to attend the November 2025 Board meeting due to a commitment that had been arranged prior to Admission. Seonna received all Board papers and was briefed on matters discussed.

## Our Board continued

## Directors



**ELAINE O'DONNELL**  
Chair of the Board



**Appointed to Board:** 23 September 2025

**Independent:** On appointment

**Background & experience:**

Elaine is Chair of the Board and Nomination Committee and contributes extensive plc boardroom expertise across the retail and consumer sectors.

A Chartered Accountant, she previously served as a partner at Ernst & Young UK LLP, where she specialised in corporate finance and mergers and acquisitions. Throughout her executive career, she supported clients spanning a broad range of market capitalisations, industries and ownership structures.

Elaine has held senior non-executive positions at Games Workshop Group plc and SThree plc and she currently sits on the boards of On the Beach plc and The Gym Group plc.

Her substantial listed-company experience and strong grasp of corporate governance equip the Board with valuable strategic perspective and leadership.

**Listed Company Appointments:**

On the Beach Group plc (Senior Independent Director and Chair of the Audit and Risk Committee).

The Gym Group plc (Senior Independent Director and Chair of the Audit and Risk Committee)

sThree plc (Non-Executive Director and Chair of the Audit and Risk Committee - resigned 31 December 2025).

**Other significant commitments:**

None



**LAURENCE NEWMAN**  
Founder & Chief Executive Officer



**Appointed to Board:** 10 September 2025

**Independent:** No

**Background & experience:**

Laurence founded Currentbody.com Ltd (now The Beauty Tech Group Trading Ltd) in 2009 after identifying the strong growth potential of home-use beauty devices. He has since grown the Group from a start-up into a global at-home beauty technology business, most recently achieving a successful IPO in 2025.

A business graduate from Manchester University, he began his career selling professional aesthetic devices and has accumulated more than 25 years of experience in the health and beauty sector. Before establishing the Group, he held various roles in the health and beauty sector, including Sales and Marketing Director at Dr Newmans Clinic.

As a founder and entrepreneur, Laurence contributes deep sector expertise and strategic vision to the Board, helping to drive the Group's ongoing commitment to growth and innovation.

**Listed Company Appointments:**

None

**Other significant commitments:**

None



**SAM GLYNN**  
Chief Financial Officer & Chief Operating Officer



**Appointed to Board:** 10 September 2025

**Independent:** No

**Background & experience:**

Sam joined the Group as Chief Financial Officer and Chief Operating Officer in 2021. He has overseen the Group's financial and operational strategy during a period of rapid expansion, guiding major milestones including the acquisitions of Tria Laser and ZIIP Beauty, as well as the development of the Group's dual manufacturing strategy.

Prior to joining the Group, Sam held a number of senior finance leadership roles within the retail sector across the North West, and brings with him over a decade of strategic, operational and online retail finance experience.

An ICAEW Chartered Accountant and Fellow, Sam contributes financial discipline, strategic insight and strong commercial oversight to the Board.

**Listed Company Appointments:**

None

**Other significant commitments:**

None



**SEONNA ANDERSON**  
Independent Non-Executive Director

**A N R D**

**Appointed to Board:** 23 September 2025

**Independent:** Yes

**Background & experience:**

Seonna serves as a Non-Executive Director and Chair of the Audit and Risk Committee.

She built her career at NEXT plc, where she held senior positions including Company Secretary & Central Finance Director, before becoming CFO of Joules (2023-2024) and subsequently returning to NEXT as Company Secretary until October 2025.

A Fellow of the Chartered Certified Accountants (FCCA), Seonna brings strong financial and governance expertise that enhances the Board's oversight of financial reporting and risk management. Her extensive retail sector experience also provides valuable insight to support the Group's long-term strategy.

**Listed Company Appointments:**  
None

**Other significant commitments:**  
Fat Face Limited (Non-Executive Director)



**SIMON COOPER**  
Senior Independent Director

**R A N**

**Appointed to Board:** 23 September 2025

**Independent:** Yes

**Background & experience:**

Simon serves as Senior Independent Director and Chair of the Remuneration Committee. He first became a statutory director of the Group in 2017, contributing to strategy development and supporting the business through its IPO.

He is the founder and former Chief Executive Officer of On the Beach, where he moved into a Founder-Director non-executive role in June 2023. During his tenure, he led the company through its IPO in 2015 and oversaw its progression into the FTSE 250 in 2018.

Simon brings strong strategic and digital expertise to the Board, underpinned by first-hand experience of scaling a business rapidly in the period following a successful IPO.

**Listed Company Appointments:**  
On the Beach plc (Founder and Non-Executive Director)

**Other significant commitments:**  
Powder24 Limited (Non-executive directorship)  
Fearless Adventures (Investment) LLP (Chair)



**ANDREW SHOWMAN**  
Founder & Chief Technology Officer

Andrew co-founded Currentbody.com Ltd (now The Beauty Tech Group Trading Ltd) with Laurence, and serves as Chief Technology Officer with responsibility for all technology platforms, e-commerce systems, and digital infrastructure across the Group's brands. With over 20 years of experience building and scaling online businesses, Andrew has been instrumental in developing the direct-to-consumer technology capabilities that underpin the Group's international growth.



**SARAH CLAYTON**  
General Counsel and Company Secretary

Sarah is General Counsel and Company Secretary and joined the Group in February 2025 to support the IPO process, playing an integral role in the Group's successful listing later that year. A solicitor with over 25 years' experience, Sarah began her career in private practice, latterly as a partner and subsequently moved in-house, holding senior roles at Co-operative Group, Studio Retail Group plc (acquired by Frasers Group plc) and Radius Group. She brings expertise in corporate governance, legal and regulatory compliance, risk management and business transformation, with particular depth in the retail and consumer sector, developed across both listed and private equity-backed businesses.

## Our Board continued

### Board Composition and Responsibilities

The Board consists of five members: the Chair of the Board, two Non-Executive Directors and two Executive Directors. Further details regarding our Board composition are found in the section Our Board on page 44. Details regarding Board independence are found on pages 46 to 47 and page 60.

The Code further recommends that Directors should be subject to annual re-election. The Company intends to comply with this recommendation for all current Directors.

### Division of Responsibilities

Each member has a specific role to play and there is a clear division of responsibilities between the Chair and CEO. The Code recommends that the board of directors of a UK listed company should appoint one of its Independent Non-Executive Directors to be the Senior Independent Director (SID). The Company's SID is Simon Cooper.

The division of responsibilities is summarised below:

Chair	CEO	Independent Non-Executive Directors	Senior Independent Director
<p><b>Principal responsibility:</b></p> <p>Effective running of the Board.</p>	<p><b>Principal responsibility:</b></p> <p>Running the Group's business.</p>	<p><b>Principal responsibility:</b></p> <p>Providing objective oversight of the Executive Directors, and assessing, challenging and monitoring the delivery of the agreed strategy within the Board's established risk and governance framework.</p>	<p><b>Principal responsibility:</b></p> <p>Acting as a sounding board for the Chair and serving as an intermediary for the other Directors and Shareholders.</p>
<p><b>Other responsibilities:</b></p> <ul style="list-style-type: none"> <li>Ensuring that the Board:               <ol style="list-style-type: none"> <li>as a whole plays a full and constructive part in the development and determination of the Group's strategy and overall commercial objectives; and</li> <li>determines the nature and extent of the significant risks the Company is willing to embrace in the implementation of its strategy.</li> </ol> </li> <li>Guardian of the Board's decision-making processes.</li> <li>Seeking regular engagement with major shareholders to understand their views on governance and performance against the Group's strategy and ensuring that the entire Board has a clear understanding of the views of shareholders.</li> </ul>	<p><b>Other responsibilities:</b></p> <ul style="list-style-type: none"> <li>Propose and develop the Group's strategy and overall commercial objectives, to be done in close consultation with the Chair and the Board.</li> <li>Along with the Senior Leadership Team, implementing the decisions of the Board and its Committees.</li> <li>Leading the Senior Leadership Team in the day-to-day management of the Group to deliver its strategy.</li> </ul>	<p><b>Other responsibilities:</b></p> <ul style="list-style-type: none"> <li>Contribute extensive experience and independent judgement to Board discussions.</li> <li>Help ensure that decisions are informed by a broad range of perspectives.</li> <li>The Board's principal Committees are comprised predominantly, and in some cases exclusively, of Independent Non-Executive Directors. This structure is fundamental to maintaining strong, independent oversight across key areas of governance.</li> </ul>	<p><b>Other responsibilities:</b></p> <ul style="list-style-type: none"> <li>Assist in the maintenance of the stability of the Board and the Company, particularly during periods of stress.</li> <li>Work with the Chair, the Directors and shareholders to resolve significant or sensitive issues.</li> <li>Orderly succession process for the Chair, working closely with the Nomination Committee.</li> </ul>

## Board Development and Training

To ensure the Board maintains an up-to-date understanding of the evolving regulatory, commercial and governance landscape relevant to a fast-growing beauty technology business, Directors receive ongoing training and development. Training is delivered through a combination of external advisers, internal functional experts, and Committee specific updates, with content tailored to the Group's strategic priorities and risk profile.

Prior to Admission, the Company's external lawyers delivered training to all Directors covering their legal, regulatory and governance duties, responsibilities and obligations as Directors of a business listed on the London Stock Exchange.

Directors who were new to the Group also took part in a series of meetings with members of management to familiarise themselves with the business, its strategy and its objectives. Comparable induction arrangements will be provided for all future Board appointments.

Board meetings feature updates from the Executive Directors and presentations from senior management on key strategic priorities. When relevant, senior management and external advisers also deliver business-specific presentations to support the Board's discussions and decision-making. Additional training is available on request, where appropriate, so that Directors can update their skills and knowledge as applicable.

Following Admission, the Company Secretary continues to work with the Chair to identify and support the delivery of any development needs for the Board, ensuring Directors have access to appropriate training and ongoing governance updates.





# Corporate Governance Report

## Compliance with the UK Corporate Governance Code

The Board of Directors is committed to the highest standards of corporate governance. The Beauty Tech Group plc was newly listed on the London Stock Exchange on 8 October 2025 and is therefore required under the FCA Listing Rules to report against the UK Corporate Governance Code 2024 (the "Code") from Admission, save in respect of Provision 29. The enhanced internal controls reporting requirements under Provision 29 of the Code will first apply to the Company's financial year ending 31 December 2026 and therefore will be reflected in next year's Annual Report. Accordingly, the Company reports against Provision 29 of the 2018 version of the UK Corporate Governance Code (the "2018 Code") this year.

The Code and the 2018 Code are available on the Financial Reporting Council (FRC) website at [www.frc.org.uk](http://www.frc.org.uk).

The Board has been focussed on building on the good governance that the Group already established prior to Admission and will continue to make progress and work towards further compliance through FY26.

The Group has complied with all relevant Provisions of the Code or in respect of Provision 29 of the 2018 Code, save in respect of the following Provisions. In each case, the reason for non-compliance is due to the short period between Admission on 8 October 2025 and our financial year end on 31 December 2025.

### Section 3: Composition, succession and evaluation

**Provision 21: There should be a formal and rigorous annual review of the performance of the Board, its committees, the Chair and individual directors.**

*And*

**Provision 22: The Chair should act on the results of the Board performance review by recognising the strengths and addressing any weaknesses of the Board.**

In the period since Admission on 8 October 2025 and our financial year end on 31 December 2025, the Board has focused on ongoing performance reflection rather than undertaking a full internal annual evaluation. To support continuous improvement and effective governance, the Board reviewed its performance at the conclusion of each meeting through a standing agenda item, and was satisfied that it was focused on the right priorities and was operating effectively in its oversight and governance responsibilities. The Board has also developed a comprehensive Board skills matrix to assess current capabilities, identify gaps, and support succession planning and governance effectiveness. Looking ahead, the Board will undertake its first internal review of Board performance in FY26 and therefore expects to be compliant with this provision in FY26.

This section should be read in conjunction with the **Audit and Risk Committee Report** on pages 61 to 68, the **Nomination Committee Report** on pages 57 to 60, and the **Directors' Report** on pages 84 to 87, which together provide further detail on the Group's governance activities, oversight and compliance during the year.



## Corporate Governance Report continued

### Code Application

The application of the Code's Principles is demonstrated throughout this Annual Report with page references for each Principle (A to R) provided in the table below.

Principle	Summary	Location of information and relevant principle(s)	
		Governance report:	Strategic report:
<b>Section 1: Board leadership and company purpose</b>			
<b>A</b>	Board leadership and effectiveness	Governance Framework p53: <b>C</b>	Chair's Statement p4 to 5: <b>A</b>
<b>B</b>	Purpose, values and culture	Our Board p44 to 49: <b>A</b>	ESG Report p32 to 36: <b>A, B</b>
<b>C</b>	Governance reporting	Corporate Governance Report p54 to 56: <b>B, C, D</b>	Stakeholder engagement p24 to 31: <b>D, E</b>
<b>D</b>	Stakeholder engagement and participation	Nomination Committee Report p57 to 60: <b>B</b>	Business model p8 to 9: <b>B</b>
<b>E</b>	Workforce policies and practices	Audit and Risk Committee Report p61 to 68: <b>C, E</b>	Strategy p10 to 11: <b>B</b> Risk management p18 to 21: <b>C</b>
<b>Section 2: Division of responsibilities</b>			
<b>F</b>	Role of the Chair	Corporate Governance Report p53 to 54: <b>H</b>	Chair's Statement p4 to 5: <b>F</b>
<b>G</b>	Independence and division of leadership responsibilities	Our Board p44 to 49: <b>F, G</b> Division of Responsibilities p48: <b>F, G, H</b>	CEO review p6 to 7: <b>G</b>
<b>H</b>	Non-Executive Director role and time commitment	Nomination Committee Report p57 to 60: <b>H</b>	
<b>I</b>	Board policies, processes and resources	Audit and Risk Committee Report p61 to 68: <b>I</b>	
<b>Section 3: Composition, succession and evaluation</b>			
<b>J</b>	Appointment processes, succession and diversity	Chair's introduction to Governance p42 to 43: <b>J</b>	Chair's Statement p4 and 5: <b>J, K</b> CEO review p6 to 7: <b>J, K</b>
<b>K</b>	Board skills, experience and knowledge	Our Board p44 to 49: <b>K</b>	
<b>L</b>	Board Performance Review	Corporate Governance Report p51: <b>L</b> Nomination Committee Report p57 to 60: <b>J, K, L</b>	
<b>Section 4: Audit, risk and internal control</b>			
<b>M</b>	Internal and external audit	Audit and Risk Committee Report p61 to 68: <b>M, N, O</b>	Risk management p18 to 21: <b>M, O</b>
<b>N</b>	Fair, balanced and understandable		Going concern and Viability Statements p22 to 23: <b>M, O</b>
<b>O</b>	Principal risks, risk management and internal controls		
<b>Section 5: Remuneration</b>			
<b>P</b>	Aligning remuneration with strategy, purpose and values	Remuneration Report p69 to 83: <b>P, Q, R</b> Remuneration Policy p69 to 83: <b>Q</b>	Stakeholder engagement p24 to 31: <b>P</b> ESG Report p32 to 36: <b>P</b>
<b>Q</b>	Remuneration policy development		
<b>R</b>	Reviewing remuneration outcomes		

## Governance Framework

The Board has established an effective governance framework as outlined below.

### The Board

Chaired by Elaine O'Donnell

Our governance framework supports the Board in ensuring that across the Group, we make decisions in the right way.

Responsible for the long-term success of the Group through its leadership direction, and for ensuring there is a framework of appropriate and effective controls which enables risk to be assessed and managed.



Sets the Group's strategic aims and determines resource allocation to ensure the necessary financial and human resources are in place for the Group to meet its objectives.

Monitors overall performance and progress against business plans using KPI's.

Sets, monitors, embeds and reviews the Group's culture, values, and purpose ensuring that its obligations to Shareholders and other Stakeholders are understood and met.

### Committees

In accordance with the recommendations of the Code and best practice, the Board delegates certain responsibilities and authorities to its Committees. These Committees support the Board in meeting its technical responsibilities and offering enhanced oversight within their specific areas of competence while adhering to high corporate governance standards.

Full details of their responsibilities are set out in the Committees' Terms of Reference on the Company's website, a summary of which is outlined below:

N	A	R	D
<p><b>Nomination Committee</b></p> <p><b>Chair:</b> Elaine O'Donnell <b>Additional members:</b> Seonna Anderson, Simon Cooper</p> <p><b>Competence areas:</b> Board and leadership composition, succession and diversity.</p> <p>The role of the Committee is:</p> <ul style="list-style-type: none"> <li>to ensure that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board and Senior Management</li> <li>to lead the process for Board and Senior Management appointments and make recommendations to the Board</li> <li>to oversee the development of a diverse pipeline for succession</li> <li>to assist the Board in ensuring its composition is regularly reviewed and refreshed so that it is effective and able to operate in the best interests of Shareholders</li> </ul> <p>Nomination Committee Report pages 57 to 60</p>	<p><b>Audit and Risk Committee</b></p> <p><b>Chair:</b> Seonna Anderson <b>Additional members:</b> Simon Cooper</p> <p><b>Competence areas:</b> Financial and narrative reporting, risk, internal controls, relationship with external auditor.</p> <p>Assists the Board in fulfilling its oversight responsibilities by reviewing and monitoring:</p> <ul style="list-style-type: none"> <li>the integrity of the Company's financial and narrative information provided to Shareholders</li> <li>the Company's internal controls and risk management systems, including financial reporting risk</li> <li>the internal and external audit process</li> <li>the processes for compliance with financial laws, regulations and ethical codes of practice</li> </ul> <p>Audit and Risk Committee Report pages 61 to 68</p>	<p><b>Remuneration Committee</b></p> <p><b>Chair:</b> Simon Cooper <b>Additional members:</b> Elaine O'Donnell, Seonna Anderson</p> <p><b>Competence areas:</b> Executive and senior leadership pay and incentives structures.</p> <p>Assists the Board in fulfilling its responsibility to Shareholders to ensure that:</p> <ul style="list-style-type: none"> <li>the remuneration policy and practices of the Company are designed to support strategy and promote long-term sustainable success</li> <li>Remuneration of the Chair, Executive Directors and Senior Management is aligned with the Company's purpose and values and linked to the delivery of the Company's strategy</li> </ul> <p>Remuneration Committee Report pages 69 to 83</p>	<p><b>Disclosure Committee</b></p> <p><b>Chair:</b> Seonna Anderson <b>Additional members:</b> Laurence Newman, Sam Glynn, Sarah Clayton</p> <p><b>Competence areas:</b> Compliance with Market Abuse Regulatory (MAR) and Disclosure Guidance and Transparency Rules Guidance (DTR).</p> <p>Assists the Board in maintaining compliance with its obligations around the identification, management, control and disclosure of inside information, in accordance with the UK Market Abuse Regulation (MAR) and the Disclosure Guidance and Transparency Rules (DTR)</p>

### Senior Management

The Board delegates day-to-day management to the CEO, who is responsible for commercial, operational, risk and financial matters, and for developing strategy for Board approval.

The CEO is supported by the CFO/COO and Senior Management comprising the CTO and General Counsel/Company Secretary.

Refer to page 47 for details of our Senior Management.

## Corporate Governance Report continued

### Board Activities and Principal Decisions

Since the incorporation of The Beauty Tech Group plc on 29 July 2025, the Board made a number of principal decisions that were material to the Group's long-term success, including those relating to governance readiness for Admission, approval of the IPO transaction, investment in technology and senior leadership appointments.

In reaching these decisions, the Board considered the expected impact on key stakeholder groups, financial and operational implications, risk and compliance factors, and alignment with the Group's strategic objectives and purpose.

A summary of these principal decisions is provided in the following table:

Area of Board Activity	Principal Activities	Relevant stakeholders
<b>Strategy</b>	<ul style="list-style-type: none"> <li>Approved the IPO transaction</li> <li>Investment in new technology systems to support the growth of the business</li> </ul>	<ul style="list-style-type: none"> <li>Shareholders &amp; investors</li> <li>Our People</li> <li>Customers &amp; consumers</li> <li>Communities &amp; environment</li> <li>Suppliers &amp; manufacturing partners</li> </ul>
<b>Leadership and employees</b>	<ul style="list-style-type: none"> <li>Approved new service agreements for the Executive Directors</li> <li>Appointed two new independent Non-Executive Directors</li> <li>Appointed Simon Cooper as SID</li> <li>Appointed Seonna Anderson as the Non-Executive Director responsible for employee engagement with effect from 1 January 2026</li> </ul>	<ul style="list-style-type: none"> <li>Our People</li> <li>Shareholders &amp; investors</li> </ul>
<b>Finance and Investor Relations</b>	<ul style="list-style-type: none"> <li>Approved the FY26 budget</li> <li>Approved the Group's November 2025 Trading Update announcement</li> <li>Approved the audited Financial Statements for the year ending 31 December 2025</li> <li>Approved the investor presentation materials</li> <li>Received reports and updates on key investor relations activities</li> </ul>	<ul style="list-style-type: none"> <li>Our People</li> <li>Shareholders &amp; investors</li> </ul>
<b>Business performance and operations</b>	<ul style="list-style-type: none"> <li>Reviewed strategic and operational performance</li> <li>Reviewed trading updates and financial performance against budget</li> <li>Approved a Trading update announcement post Admission</li> </ul>	<ul style="list-style-type: none"> <li>Our People</li> <li>Shareholders &amp; investors</li> </ul>
<b>Governance</b>	<ul style="list-style-type: none"> <li>Approved the Risk Framework and key policies including Whistleblowing, Financial Crime (incorporating anti-bribery and anti-corruption), and Charitable and Political Donations Policy</li> <li>Agreed the annual programme of business for the Board and each of the Committees for FY26</li> </ul>	<ul style="list-style-type: none"> <li>Shareholders &amp; investors</li> <li>Our People</li> <li>Communities &amp; environment</li> </ul>

### Board Meetings and Attendance

The Board met twice between Admission and the year end, with strong attendance from all Directors. Meetings focused on governance foundations, strategic execution and an information technology and systems update. Directors are expected to attend all Board and relevant Committee meetings, and attendance is monitored throughout the year. Senior leaders presented at meetings to enhance visibility of key operational areas.

All Board meetings are formally minuted, and all Directors are encouraged to raise any concerns they may have regarding the operation of the Board or the management of the Company, with any unresolved concerns being recorded in the minutes.

Details of attendance by each Director at the scheduled Board and Committee meetings since Admission are shown on page 45.

### Independent Professional Advice

Directors may obtain independent professional advice at the Company's expense whenever they consider it necessary to support their duties. The Board also has full access to the General Counsel & Company Secretary, who provides guidance on governance, legal and regulatory matters and supports the Chair in ensuring the Board operates effectively.

### Timely Flow of Information

The Board receives clear, accurate and timely information to support effective decision making. Papers are circulated in advance of meetings and cover financial performance, operations, risk, culture and strategic execution. Senior Management and other business team members attend meetings by invitation to provide relevant updates and operational insight.

### Time Commitments

All Non-Executive Directors confirmed on appointment that they have sufficient time to discharge their responsibilities, taking into account their external roles. Time commitments are reviewed annually as part of Board effectiveness and succession planning. The Chair and Committee Chairs devote additional time to leadership, stakeholder engagement and governance oversight.

### Conflicts of Interest

The Board maintains robust processes to identify and manage actual or potential conflicts of interest, ensuring that no Director's external commitments or relationships compromise their independent judgement or ability to act in the best interests of the Company. In line with the Code, Directors must seek Board approval before accepting any new external appointment, whether paid or unpaid. This enables the Board to assess potential conflicts at an early stage and to confirm that each Director is able to commit sufficient time to their duties.

The Board also recognises the importance of transparency where potential conflicts may arise between Directors. In this regard, the Board has noted that Elaine O'Donnell and Simon Cooper serve together on the board of On the Beach Group plc. The Board has carefully considered this relationship and is satisfied that it does not compromise the independence or judgement of either Director, nor their ability to act in the best interests of the Group.

## How the Board Embeds Culture

The Board recognises that culture is fundamental to the long-term success of the Group and is committed to ensuring that the Group's values, behaviours and ways of working remain aligned with its purpose and strategic ambitions as the business continues to scale globally. The Board seeks to embed a culture that reflects the Group's entrepreneurial origins, its customer centric ethos, and its commitment to clinical rigour, responsible innovation and high standards of governance across all operations.

Executive Board members are deeply embedded in the day-to-day running of the business, maintaining constant contact with teams at all levels. This hands-on involvement gives the Board direct and continuous insight into how the Group's culture and values are lived in practice across a dynamic, digitally enabled organisation. The Non-Executive Directors' induction programme includes interaction with Senior Management and business teams, providing opportunity for direct conversations regarding Group culture.

Key policies such as Whistleblowing, Health & Safety, Financial Crime (incorporating anti-bribery and anti-corruption provisions) and the Charitable and Political Donations Policy continue to underpin the Group's culture. However, the Board's focus is on ensuring these policies translate into day-to-day behaviours that are consistent with the Group's values and the expectations of a listed company.

The Board will further develop how it assesses and monitors culture, including reviewing existing communication mechanisms and enhancing these, where appropriate. The Our People section of the s172 Statement on page 27 of the Strategic Report explains the Group's approach to investing and rewarding our workforce.

## Whistleblowing

The Whistleblowing policy was approved by the Board immediately prior to Admission on the basis that it is fit for purpose and appropriate for a company of the Group's size and complexity. The Whistleblowing policy provides a confidential reporting channel, operated by an independent third party, through which employees and other stakeholders may raise concerns about potential improprieties in financial reporting, internal controls or other matters. Concerns may also be raised directly with the CEO or CFO. Should an issue be raised, it will be investigated and dealt with by the Group's whistleblowing officer (the General Counsel and Company Secretary) or if a concern is raised regarding an Executive Director, it would be investigated by a Non-Executive Director.

From FY26, the Audit and Risk Committee receives a report at each meeting on the status of open matters and, for concluded cases, the outcomes and any actions taken. At the Audit and Risk Committee meetings in March 2026 and April 2026, it was confirmed that no significant matters had been raised during the period since Admission.

## Workforce Engagement

Workforce engagement is primarily the responsibility of the Executive Directors and Senior Management. From a governance perspective, and in accordance with the Code, Seonna Anderson has been appointed as the designated Non-Executive Director for Workforce Engagement from 1 January 2026.

To ensure the Board has good visibility of the key operations of the business and to support the Board's understanding of the business as it grows, the Board agendas for FY26 include updates from Senior Management and business teams on their functional areas of expertise and on the execution of the Group's strategy. During the period between Admission and the year end, the Board received a dedicated briefing on the Group's information technology and systems.

The Board recognises that the Group's people are fundamental to the delivery of its strategy and long-term success. The Group is committed to offering competitive remuneration packages and to treating its employees fairly and consistently, underpinned by the Group's Equality, Diversity and Inclusion Policy. As a newly listed company, the Board intends to further develop its approach to workforce investment and engagement in FY26.

## Stakeholder Engagement

A wide-ranging schedule of investor and analyst meetings took place ahead of Admission which facilitated dialogue between our Executive Directors, institutional investors, fund managers and analysts. The Chair is also committed to direct engagement with Shareholders and the Annual General Meeting will provide an opportunity for Shareholders to engage directly with both the Chair and the wider Board. Our Senior Independent Director, Simon Cooper, is also available to Shareholders who have concerns that cannot be resolved through the usual channels (CEO, CFO or Chair), this mechanism was not used in FY25.

Looking ahead to FY26, the Board has established a detailed investor relations programme designed to ensure that both existing and prospective Shareholders have a clear understanding of the Group's strategy and operations, while enabling Executive Directors to dedicate appropriate time to leading the business and driving Shareholder value.

The Board actively seeks to understand the views of our Stakeholders and takes these perspectives into account in its discussions and decision-making.

The section 172(1) statement and Stakeholder engagement section on pages 24 to 31 of the Strategic Report provides more detail on how the Board engages with and encourages participation from employees and other Stakeholders.

## Corporate Governance Report continued

### Risk and Internal Control

As stated above, the Board acknowledges that, as prescribed by the FRC, there is a transitional arrangement whereby Provision 29 of the UK Corporate Governance Code 2018, will continue to apply for financial years ending 31 December 2025. Provision 29 of the UK Corporate Governance Code 2024 (the "Code") will therefore apply for the first time for the Group for FY26, which will be a high priority area of governance focus for FY26. We will therefore report for the first time in our FY26 Annual Report in relation to compliance with the new Provision 29 of the Code.

Prior to Admission, oversight of risk management was carried out by the Board, as no Audit and Risk Committee had yet been established. In preparation for Admission, the Board approved the Financial Position and Prospects Procedures ("FPPP") workstream where consideration was given to the effectiveness of the internal processes, controls and policies which allow the Directors to properly assess, monitor and report the Company's financial position and future prospects. This work provided the Board with a rigorous baseline assessment of the Group's financial reporting framework. The Audit and Risk Committee carried out its first full review of the overall effectiveness of risk management and internal controls in March 2026 which was then reviewed by the Board at its April 2026 meeting, ahead of the date of this Annual Report. The Board concluded that the current framework was appropriate for a listed company of the Group's size and scale but, in the interests of continuous improvement, identified some areas for further development in FY26.

Further information is contained in the Audit and Risk Committee Report on pages 61 to 68.



# Nomination Committee Report



With the Company admitted to the London Stock Exchange in October 2025, our focus has been establishing the governance foundations expected of a newly listed business. Although the period under review was short, meaningful progress has been made, embedding our processes and setting a clear framework for succession planning and Board performance review in the year ahead.



**ELAINE O'DONNELL**  
**Chair of the Nomination Committee**

## Committee Membership

Committee member	Meetings attended
Elaine O'Donnell (Chair of the Board and Chair of the Committee)	1/1
Seonna Anderson (Non-Executive Director)	1/1
Simon Cooper (Senior Independent Director)	1/1

The Committee's Terms of Reference are available at [www.thebeautytechgroup.com/corporate-governance](http://www.thebeautytechgroup.com/corporate-governance)

## Committee Overview

- Comprises the Chair of the Board and two independent Non-Executive Directors
- All members have relevant commercial and operating experience
- The Committee's first meeting following Admission was held in October 2025
- Meetings are attended by the CEO and other relevant attendees by invitation

## Progress in the Three Months Between Admission and Our 31 December 2025 year end

- The Board's composition has been compliant with the Code from Admission
- The Board comprises 40% female representation
- Initiated the process to identify and nominate, for Board approval, a successor to Simon Cooper, Non-Executive Director
- Developed a Board skills matrix to assess current capabilities, identify gaps, and support succession planning and governance effectiveness
- Approved the Board Diversity Policy

## Focus Areas for FY26

- Conclude the process to identify and nominate a successor to Simon Cooper
- Undertake the first annual internal Board performance review and the inaugural annual review of Board Committee composition to ensure they remain appropriately structured to support the long-term success of the Company and its Stakeholders
- As required under the Board Diversity Policy, determine the appropriate target date for appointing at least one Director from a minority ethnic background

## Nomination Committee Report continued

### Dear Shareholders,

I am pleased to present the first Nomination Committee report for The Beauty Tech Group plc since our admission to the London Stock Exchange's Main Market in October 2025. Although the period under review was short, meaningful progress has been made in embedding our processes and setting a clear framework for succession planning and Board performance review in the year ahead.

### Role of the Committee

The Committee's roles and responsibilities are covered in its Terms of Reference which were adopted by the Board, immediately prior to Admission.

In particular, the Committee focuses on ensuring it:

- performs regular review of the structure, size and composition (including the skills, experience, independence, knowledge and diversity) of the Board and its Committees
- leads the process for new appointments to the Board
- ensures orderly succession planning to both the Board and senior management roles and overseeing the development of a diverse pipeline for succession
- ensures that a rigorous annual performance review of the Board, its Committees, the Chair and individual Directors is undertaken
- ensures appropriate induction programmes for new directors and on-going training requirements for the Board are in place

### Membership and Meetings

Committee membership is set out on page 57. The biographies of each member of the Committee are set out on pages 46 to 47.

Given the short period between Admission and the year end, only one Committee meeting was held, which was attended by all members and the invited Executive Directors.

### Activities During the Year

The Nomination Committee meeting held in October 2025 focused on developing a comprehensive Board skills matrix to assess current capabilities, identify gaps, and support succession planning and governance effectiveness. In addition, the Committee initiated a process to identify and nominate, for Board approval, a successor to Simon Cooper, our Independent Non-Executive Director.

Further details of these key activities are provided on page 60.

### Board and Committee Effectiveness

As the Committee was only constituted in October 2025, formal performance reviews of the Board, its Committees and individual Directors were not considered practical or appropriate in this initial period. A full, internally facilitated performance review will be undertaken in 2026. Given that only two Board meetings have taken place since Admission, the scope for assessing overall Board performance is necessarily limited; however, the Board has adopted a practice of reflecting on the performance of each meeting at its close. I have led these discussions, considering whether time has been focused on the right matters and whether the Board's values and priorities have been appropriately upheld.



## Diversity on the Board and Committees

The Committee recognises the importance of Board diversity and remains committed to enhancing it over an appropriate timeframe, approving the Board Diversity Policy as part of the IPO process and which sits alongside the Group's Equality, Diversity and Inclusion Policy. The Committee notes the following regulatory board diversity targets under the UK Listing Rules and the Company's position as at 31 December 2025:

FCA target	Position as at 31 December 2025
At least 40% of the individuals on the board are women	40%
At least one of the senior positions on the board is held by a woman	Elaine O'Donnell was appointed Chair of the Board on 23 September 2025
At least one individual on the board is from a minority ethnic background	Not compliant

The Committee notes that the Company has not complied with the requirement to have at least one individual on the Board from a minority ethnic background. Prior to Admission, the Committee approved a Board Diversity Policy stating that, within 12 months of the IPO, the Board would set a target date for meeting this requirement. The Board Diversity Policy also stated that the Board would within 12 months after IPO set the date by which 40% of Director are targeted to be women. The Board has already met this target, as outlined above.

In making Board appointments and when hiring or promoting into leadership roles, the Group will continue to consider its diversity objectives while ensuring that each position is filled on merit, using clear and objective criteria to select the strongest candidate.

Further details of our Board and Senior Management are provided on pages 46 to 47.

### Sex or Gender Identity Reporting as at 31 December 2025<sup>1</sup>

	Number of Board members	Percentage of Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management <sup>2</sup>	Percentage of Executive Management
Female	2	40%	1	1	50%
Male	3	60%	3	1	50%
Not specified /prefer not to say	-	-	-	-	-

### Ethnic Background Reporting as at 31 December 2025

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management <sup>2</sup>	Percentage in Executive Management
White British or other White (including minority White groups)	5	100%	4	2	100%
Mixed/multiple ethnic groups	-	-	-	-	-
Asian/Asian British	-	-	-	-	-
Black/African/Caribbean/Black British	-	-	-	-	-
Other ethnic group	-	-	-	-	-
Not specified/prefer not to say	-	-	-	-	-

<sup>1</sup> Also see page 35 of the Strategic Report which contains gender balance information.

<sup>2</sup> Executive Management is defined above using the prescribed definition in the Listing Rules which is the most senior executives or managerial body below the Board, (or where there is no such formal committee or body, the most senior level of managers reporting to the chief executive), including the Company Secretary but excluding administrative and support staff. Consistent with the Group's flat management structure, Senior Management comprises the Executive Directors, CTO and General Counsel/Company Secretary. The Board maintains close and direct oversight of the business without the need for a formal Executive Committee.

Data concerning gender and ethnicity representation was collected directly from all the individual Board and Executive Management through a Diversity and Inclusion Monitoring Form.

## Nomination Committee Report continued

### Composition and Independence

As set out in the Prospectus, the Group appointed a strong Board on listing, which the Board considers has the appropriate balance of skills, experience, independence and knowledge to carry out its duties and responsibilities effectively.

At the time of the IPO, the Board assessed the independence of the two Non-Executive Directors and determined that all were independent in character and judgement and free from any business or other relationships that could materially interfere with their independent judgement. The Board also assessed my independence as Chair on appointment.

Under Provision 10 of the Code, the Board is required to identify in the Annual Report each Non-Executive Director it considers to be independent. Where any of the circumstances in Provision 10 apply (or any other relevant circumstances) and the Board nonetheless considers that the Non-Executive Director is independent, a clear explanation should be provided.

Simon Cooper was first appointed as a Non-Executive Director of The Beauty Tech Group Trading Limited on 1 March 2017 and, therefore, his service with the Group passed the nine-year threshold on 1 March 2026. In addition, Simon Cooper and I serve as Non-Executive Directors of On The Beach plc, a publicly listed travel business. Simon Cooper's tenure from 1 March 2026 and this cross-directorship fall within the terms of Code Provision 10.

The Board has carefully considered whether Simon Cooper's tenure and/or his and my cross directorship give rise to any actual or apparent impairment of his independence. The Board's view is that it does not. Firstly, the Board has not observed, and is not aware of any circumstances suggesting, that Simon Cooper's length of service has led to over-familiarity with management or reluctance to exercise independent judgement. He has consistently demonstrated a willingness to constructively challenge executive management and his contribution and engagement at Board and Committees remains rigorous and substantive.

The Board has also considered whether mine and Simon Cooper's working relationship at On The Beach plc has, in practice, influenced or could influence the way in which Simon Cooper conducts himself on the Board of the Company, including in his interactions with me as Chair. The Board is satisfied that it has not done so and there is no reason to believe it would. Simon Cooper has demonstrated in terms of his contribution at Board and Committees following Admission that he exercises his own judgement independently.

The Board also recognises that Simon Cooper has only recently exceeded the nine-year threshold and the process to appoint his successor has already commenced. He will step down from the Board as soon as his successor is appointed. The Board considers Simon Cooper's continued appointment to be appropriate in the context of orderly succession planning, particularly given his breadth of experience, including his experience as founder of On The Beach plc and operating in a listed environment for the first time.

### Board Appointments and Succession Planning

In light of Simon Cooper's tenure with the Group reaching nine years in March 2026, shortly following Admission, the Board commenced a process, utilising open advertising, to appoint an Independent Non-Executive Director to replace Simon Cooper as Chair of the Remuneration Committee. The Board recognises the importance of having a good mix of skills, experience and diversity of thought to support effective decision-making and so the priority is to secure the best candidate. The intention is that Simon Cooper will put himself forward for re-election at the AGM and will step down from the Board once a suitable candidate has been appointed in FY26. The Board considers that this is an appropriate plan for an orderly phasing of Board succession, alongside ensuring the right size, experience and composition for the Board of an agile and entrepreneurially led business.

To assist with Board succession planning and in the interests of continuous improvement, the Committee meeting in October 2025 focused on developing a comprehensive Board skills matrix to assess current capabilities and assist in identifying any gaps.

Please refer to the Director skills matrix detailed on page 45 which highlights the key areas of expertise the Board considers essential for robust oversight of the Group and successful delivery of its strategy.

These skills will also be carefully considered when developing a diverse pipeline and succession planning for Directors in the future.

### Election and Re-election of Directors

In accordance with the Code and the Company's Articles of Association, all Directors will stand for election by shareholders at the AGM. The Committee and the Board are satisfied that each Director continues to perform effectively, demonstrates strong commitment to their role and contributes meaningfully to the leadership of the Company.

The Board therefore recommends that shareholders support the resolutions to be proposed at the 2026 AGM concerning the election of Directors.



**Elaine O'Donnell**  
Chair of the Nomination Committee  
15 April 2026

# Audit and Risk Committee Report



The Committee provides independent, rigorous oversight to safeguard the integrity of the Company’s financial reporting and risk management. I am pleased with the progress we have made since Admission and look forward to deepening that work as the Group continues to grow as a listed company.



**SEONNA ANDERSON**  
Chair of the Audit and Risk Committee

## Committee Membership

Committee member	Meetings attended
Seonna Anderson (Chair of the Committee)	1/1
Simon Cooper (SID)	1/1

The Committee’s Terms of Reference are available at [www.thebeautytechgroup.com/corporate-governance](http://www.thebeautytechgroup.com/corporate-governance)

## Committee Overview

- Comprises two independent Non-Executive Directors
- Seonna Anderson is considered by the Board to have recent and relevant accounting experience. All members have relevant commercial experience
- The Committee’s first meeting following Admission was held in October 2025
- Meetings are attended by the Board Chair, CFO, CEO and other relevant attendees by invitation
- The external auditor attends all meetings of the Committee. The Committee members also meet for private discussions with the external auditor

## Progress in the Three Months Between Admission and our 31 December 2025 year end

- Approving the audit plan and fee for the year ended 31 December 2025, following discussion with RSM UK Audit LLP
- Approval of a rolling agenda for future meetings

## Focus Areas for FY26

- Oversee and scrutinise the preparation of the Financial Statements for the year ended 31 December 2025 and assess whether suitable accounting policies have been adopted
- Discuss key areas of financial judgement
- Review the performance of the external auditors
- Assist the Board in its review of the effectiveness of the Group’s system of internal control and risk management framework
- Monitor the progress of a new financial system, which will further enhance the Company’s control environment and support the growth of the business
- Oversee the implementation of the new Code Provision 29 requirements
- Assess whether the Group should establish an Internal Audit function
- Review the Committee’s performance since Admission
- Review the effectiveness of the Group’s whistleblowing procedures
- Conduct a review of the Committee’s Terms of Reference to ensure they remain appropriate to the evolution of the Group

## Audit and Risk Committee Report continued

### Chair's Introduction

I am pleased to present the first Audit and Risk Committee report for The Beauty Tech Group plc since our admission to the London Stock Exchange's Main Market in October 2025. This has been a year defined by the demands of becoming a listed company: transitioning to IFRS for the first time, accounting for a significant group reorganisation, establishing the governance infrastructure expected of a Main Market issuer, and producing our first statutory Financial Statements under the full rigour of the UK Listing Rules.

I was appointed Chair of the Audit and Risk Committee immediately prior to Admission. I am an accountant with over 25 years' experience in financial reporting and listed company governance. Simon Cooper, who serves as Senior Independent Director and an ordinary member of the Committee, brings extensive experience in consumer businesses. Both Simon and I are independent Non-Executive Directors, and the Committee therefore meets the Code requirements for independent membership for a smaller company and Committee competence as required by Provision 25 of the Code. Our full biographies can be found on pages 46 to 47.

The Committee's principal focus in this first period was on the integrity of the Financial Statements and the robustness of the judgements underpinning them. The most demanding areas were the Group's transition to IFRS, the accounting for the Group reorganisation and IPO-related costs. Working alongside RSM UK Audit LLP and management's advisers, the Committee scrutinised each of these areas in detail and is satisfied that the Financial Statements present a true and fair view.

Looking ahead, the Committee's 2026 priorities are already clear. We will deepen the Group's internal control framework in preparation for the new Provision 29 requirements under the UK Corporate Governance Code 2024 (the "Code"), conduct a formal review of whether an internal audit function is now warranted as the Group scales, and complete our first formal performance evaluation. A resolution to reappoint RSM as the Group's external auditors will be put to shareholders at the 2026 AGM.



**Seonna Anderson**

Chair of the Audit and Risk Committee  
15 April 2026



## Role of the Committee

The Committee's roles and responsibilities are covered in its terms of reference which are available on our website ([www.thebeautytechgroup.com](http://www.thebeautytechgroup.com)). These terms of reference were adopted by the Board immediately prior to Admission.

The Committee focuses on ensuring the integrity of the financial reporting and audit processes and the maintenance of sound internal control and risk management systems to safeguard shareholder interests. In particular, it focuses on monitoring and/or reviewing:

- The integrity of financial and narrative reporting and reviewing significant financial judgements
- The going concern and viability statements
- The Group's systems of risk management and internal controls
- The effectiveness of whistleblowing and anti-fraud arrangements
- The effectiveness of the external audit process and the appropriateness of the relationship with the external auditor

## Membership and Meetings

Committee membership is set out on page 61. The biographies of each member of the Committee are set out on pages 46 to 47.

Due to the brief time between October 2025 Admission and the year end, only one Committee meeting took place between these dates. Following year end, the Committee met twice to review and approve the Group's Annual Report and Financial Statements. The Group's external auditors, RSM UK Audit LLP, attended these Committee meetings and will regularly attend future meetings. The Board Chair, Chief Executive Officer, Chief Financial Officer and other members of management attend Committee meetings by invitation.

## Committee Activities During the year

Given the period under review runs from Admission to the Group's first year end as a listed company, the Committee's work was necessarily shaped by the demands of the listing process as well as ongoing obligations that apply to any Main Market company.

## Committee Effectiveness

As the Committee was only constituted in October 2025, a formal evaluation of the Committee's performance was not considered practical or appropriate in this first period. A full internally facilitated evaluation will be undertaken in 2026.

## Financial Reporting

### Review of Financial Statements

The primary role of the Committee in relation to financial reporting is to review and monitor the integrity of the Financial Statements, including annual and half-year reports, and any other formal announcement relating to the Group's financial performance.

In the preparation of the Group's FY25 Financial Statements, the Committee assessed the accounting principles and policies adopted, and whether management had made appropriate estimates and judgements. To assist with this review, the Committee requested that management present detailed papers explaining and substantiating the basis for the Group's accounting policies, APMS and key areas of judgment and estimation.

The Committee recognises the importance of the views of the external auditors and consequently made enquiries to ensure that suitably robust challenges and audit procedures had been performed on these judgements during the audit. There were ultimately no significant differences in views between management and the external auditor.

Having reviewed management's papers and considered the procedures and findings of the external auditors, the Committee is satisfied the judgements are reasonable and that suitable accounting policies have been adopted and disclosed in the Annual Report.

### Significant matters and judgements for the year ended 31 December 2025

Following the IPO, the Group transitioned to IFRS reporting to meet the reporting requirements of a publicly listed entity. As part of the IPO, the Group underwent a group reorganisation. The Committee, together with management, identified significant areas of financial statement risk and judgement as described in the table on page 64. The Committee reviewed the impact of these changes and other significant accounting matters with appropriate challenge and debate.

## Audit and Risk Committee Report continued

Accounting Matter	Why it is Significant	How the Committee Addressed It
<b>Revenue recognition</b>	Revenue is the single largest figure in the income statement. The scale of trading means that year-end cut-off procedures carry material risk.	The Committee challenged management on the robustness of year-end cut-off controls. Management presented a detailed paper setting out the basis for the revenue recognition policies adopted and the controls applied at period end. The Committee reviewed RSM's audit findings in this area and confirmed they were consistent with management's position. As a result, no material adjustments arose. The Committee is satisfied that the Group's revenue recognition policies are appropriate and consistently applied.
<b>Accounting issues arising from the IPO including Group restructuring and exceptional costs related to the process</b>	As part of the IPO, the Group underwent a group reorganisation. The reorganisation introduces risk due to the complexity of the legal and accounting arrangements involved, including the creation of a new listed parent entity.	The Committee reviewed a detailed paper from management and its advisers setting out the accounting treatment for the group reorganisation and the classification of IPO-related costs. Key judgements considered included: the identification of costs directly attributable to the share issue (deductible from share premium under IAS 32) versus costs to be expensed through the income statement; and the accounting for the new listed holding company structure. The Committee is satisfied that the accounting treatment is correct and the disclosures are appropriately clear.
<b>Alternative Performance Measures</b>	The Directors have included reference to a number of Alternative Performance Measures ("APMs") within the Annual Report, including Adjusted EBITDA, considering that these provide useful financial information in addition to those provided under IFRS.	The Committee considered the disclosures around APMs to satisfy itself that these are appropriate, including: <ul style="list-style-type: none"> <li>• Whether definitions are clear.</li> <li>• Whether there is a clear reconciliation to IFRS measures.</li> <li>• Ensuring equal prominence of APMs and IFRS measures taken across the Annual Report as a whole.</li> </ul>

### Going concern and viability statement

The Committee reviewed the appropriateness of preparing the Annual Report on a going concern basis and the viability assessment for the business. To inform its assessment of these, the Committee:

- Received a presentation from management which set out the Group's financial position and performance, its three-year cash projections and the Group's available borrowing facilities and covenants.
- Reviewed the process behind the preparation of the cash projections, assessing the completeness of the inputs and appropriateness of key assumptions made by management.
- Reviewed the stress testing and reverse stress test prepared by management. Stress testing included an extreme downside scenario incorporating the temporary closure of all warehouses and websites.
- The Committee considered plausible downside scenarios that could affect the Group's financial position, drawing on recent updates on the Group's principal and emerging risks.

The Committee reviewed the stress-testing methodology, and the scenarios applied, ensuring that they were sufficiently severe and linked to the Group's principal risks as set out in the Strategic Report on pages 18 to 21. The Committee was satisfied that the Going Concern and Viability Statements are based on a robust assessment and that the disclosures are sufficiently clear and specific. The Going Concern and Viability Statements appear on pages 22 to 23 of the Strategic Report.

Based on these procedures, the Committee approved the disclosures in relation to both the going concern and viability assessment and recommended to the Board the preparation of the Financial Statements on a going concern basis.

### Fair, balanced and understandable

At the request of the Board, the Committee has reviewed the content of the 2025 Annual Report and considered whether, taken as a whole, in its opinion it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

The Committee was provided with an early draft of the Annual Report and provided feedback on areas where further clarity or information was required to provide a complete picture of the Group's performance. The final draft was then presented to the Audit and Risk Committee for review before being recommended for approval by the Board. To support this assessment, the Committee received an attestation from the Finance management team confirming the process followed in preparing the Annual Report, including the controls applied over the accuracy and consistency of narrative and financial content. The Committee reviewed the Annual Report in its entirety, with particular attention to the consistency between the Strategic Report, the Directors' Report and the Financial Statements, and to the balance between positive and negative commentary on performance and prospects.

When forming its opinion, the Committee reflected on discussions held during the year and reports received from management and the external auditors.

The Committee challenges any significant judgments and estimates made, and in reaching its conclusion considered the following:

### Key Considerations

<p><b>Fair</b></p>	<ul style="list-style-type: none"> <li>The Committee reviewed the treatment of IPO-related adjusting items and is satisfied that the adjusted performance presentation is appropriately balanced, with adjustments clearly explained and IFRS measures given equal prominence. The Committee confirmed that the strategic narrative, KPIs and financial results are consistent and tell a coherent story, with no material bias identified in the disclosures.</li> </ul>
<p><b>Balanced</b></p>	<ul style="list-style-type: none"> <li>The Committee confirmed that APMs are clearly defined, consistently applied, and given no greater prominence than equivalent IFRS measures. Key judgements are accompanied by meaningful sensitivity disclosures, enabling shareholders to understand the range of possible outcomes. The Committee found no material inconsistencies between the Strategic Report and the Financial Statements.</li> </ul>
<p><b>Understandable</b></p>	<ul style="list-style-type: none"> <li>The Committee considered whether the language and terminology is accessible to a typical Shareholder and is satisfied that technical terms are appropriately explained where necessary. The Committee was satisfied that the terminology used is appropriate and, where necessary, sufficiently explained. The Annual Report as a whole is well-structured, with the narrative flowing logically and each section contributing clearly to Shareholders' understanding of the Group's performance, position, strategy and prospects.</li> </ul>

**Having conducted this review, the Committee advised the Board that, in its opinion, the Annual Report for the period ended 31 December 2025 is fair, balanced and understandable. The Board's statement to this effect appears in the Statement of Directors' Responsibilities on page 88.**

## Audit and Risk Committee Report continued

### Risk Management, Internal Control and Internal Audit

While the Board retains ultimate responsibility for risk management, the Committee reviews the overall effectiveness of risk management within the business regularly and at least annually. Further details regarding the Group's risk framework and approach to risk management, together with details of the principal risks and risk assessment can be found on pages 18 to 21.

#### IPO readiness and transition to listed-company governance

In the months leading up to Admission, the Board worked closely with its advisers to assess the Group's financial reporting infrastructure, accounting policies and internal control environment. This included a thorough review of the Financial Position and Prospects Procedures ("FPPP") work undertaken in connection with the Prospectus, which provided the Committee and the Board with a rigorous baseline assessment of the Group's financial reporting framework. The Committee will build on this baseline in 2026 to establish a more formalised controls assurance programme. The Board reviewed the judgements underpinning the historical financial information included in the Prospectus and engaged directly with RSM on the key accounting matters arising.

#### Post IPO

Prior to Admission, oversight of risk management was carried out by the Board, as no Audit and Risk Committee had yet been established. Following Admission, and given the short time frame to the financial year end on 31 December 2025, the Committee was not in a position to undertake a full review of the overall effectiveness of risk management and internal controls during that period. At its first meeting in 2026, the Committee carried out this review, covering the Group's primary financial, operational and compliance controls. The Committee concluded that the current framework was appropriate for a listed company of the Group's size and scale but, in the interests of continuous improvement, identified some areas for further development in FY26.

#### IT and cyber security

The Group has implemented a cyber security framework comprising policies covering access controls, system security, change management, and incident response. The framework identifies, assesses, and manages cyber risks that may impact the confidentiality, integrity, or availability of systems and data, underpinning business continuity, regulatory compliance, and the safeguarding of customer and Company data.

The framework defines responsibilities for key employees, risk management principles, risk controls, and the review and maintenance of systems. A structured incident response process ensures effective handling of potential cyber events.

Given the Group's technology-centric business model and the volume of personal consumer data it processes, the Committee pays close attention to IT general controls and information security. The Committee is satisfied that appropriate controls are in place, though it recognises that this is an area requiring continuous vigilance and investment.

#### Whistleblowing and fraud

The Group has a formal Whistleblowing Policy and a confidential reporting channel, operated by an independent third party, through which employees and other stakeholders may raise concerns about potential improprieties in financial reporting, internal controls or other matters.

The Group also has a Financial Crime Policy which sets out the Group's arrangements in respect of fraud prevention and its zero tolerance approach. The Whistleblowing Policy and Financial Crime Policy were approved by the Board immediately prior to Admission on the basis that they were fit for purpose and appropriate for a company of the Group's size and complexity.

The effectiveness of both the Whistleblowing Policy and Financial Crime Policy were reviewed by the Committee in March 2026 and it confirmed that it was satisfied that the arrangements are operating effectively. The Committee also received confirmation that no whistleblowing or fraud cases had been raised in the period since Admission. It was also agreed that in respect of whistleblowing, the Committee would receive a report on the status of any open matters and, for concluded cases, the outcomes and any actions taken together with a report on current fraud cases as a standing agenda item to ensure on-going Committee oversight.

#### Internal audit

The Committee has carefully considered whether to establish a formal internal audit function, having regard to the relevant Provisions of the Code. The Committee concluded that a standalone internal audit function is not necessary at this stage, for the following reasons. First, for this first short period as a listed company, the assurance provided through the external audit process and management's own control self-assessment programme provides an adequate level of comfort on the Group's financial reporting controls. Second, the Financial Position and Prospects Procedures ("FPPP") work undertaken in connection with the Prospectus provided a rigorous independent baseline assessment of the Group's financial reporting framework, the findings of which remain current. The Committee is committed to keeping this assessment under active review. It has committed to formally re-evaluate whether an internal audit function is warranted as part of its 2026 work programme, taking into account the Group's growing scale, the requirements of Provision 29, and the outputs of the more structured controls assurance programme to be implemented during 2026.

## External Audit

One of the Committee's roles is to oversee the relationship with the external auditors, RSM UK Audit LLP, and to evaluate the effectiveness of the service provided and their ongoing independence. The short period between Admission to listing and the publication of this report means the evaluation of the performance and effectiveness of the external auditors has been limited to their work on the year end audit.

When considering whether to recommend the re-appointment of the external auditor, the Committee considers a range of factors, including the effectiveness of the external audit, the period of tenure of RSM, the recent change to a new RSM audit team and partner, and the ongoing independence and objectivity of the external auditor.

The Committee reviewed RSM's findings in respect of the audit of the Financial Statements for the year ended 31 December 2025. The Committee met with representatives from RSM without management present and with management without representatives of RSM present, to ensure that there were no issues in the relationship between management and the external auditors which it should address. There were none.

### Independence and objectivity

RSM has reported to the Committee that, in its professional judgement, it is independent within the meaning of regulatory and professional requirements, and the objectivity of the audit engagement partner and audit staff is not impaired. The year ended 31 December 2025 is the first year for which Alastair Nuttall will sign the auditors' report as senior statutory auditor. Alastair was supported by a team who are all new to the audit of the Group and all of whom have listed company experience.

RSM disclosed to the Committee that there had been a breach of their independence safeguards in the days immediately following the Group's IPO. As a result of an administrative error an RSM network firm provided a restricted service via a third party who had been engaged by the group to provide tax services in Australia. The breach was identified by RSM whilst planning their audit and the relationship with the third party provider was terminated immediately. Given the very short-term nature of this breach, lasting nine days from 3 October to 11 October 2025, and the minimal value involved (\$275 AUD), the Committee concluded that it did not threaten the independence of RSM.

The Audit and Risk Committee has assessed the independence of the auditor by considering, amongst other things, the length of tenure of the audit firm and the audit partner, the value of non-audit fees provided by the external auditor, the relationship with the auditor as a whole, and management responses to the independence questions in the questionnaire conducted at the end of the audit process. It also considers the external auditors' own assessment of its independence. The Committee is satisfied that RSM meets the required standard of independence to safeguard the objectivity and integrity of the audit.

### Non-audit services provided by the external auditor

The external auditors are primarily engaged to carry out statutory audit work. There may be other services where the external auditors are the most suitable supplier by reference to their skills and experience. A policy is in place for the provision of non-audit services by the external auditors, to ensure that the provision of such services does not impair the external auditors' independence or objectivity, in accordance with the FRC Ethical and Auditing Standards.

- All permitted non-audit services require approval in advance by either the Audit and Risk Committee or the Audit and Risk Committee Chair where assignments are commenced between formal meetings.
- Only permitted non-audit services may be provided by the auditor
- Non audit fees are capped at 70% of the average of fees paid for the audit in the last three consecutive financial years.

This policy was adopted immediately prior to Admission and will be reviewed at least annually by the Audit and Risk Committee.

During the year but prior to the group's Admission, RSM charged the Group £295k for the FY25 statutory audit and £733k for audit-related assurance services provided in connection with the IPO, comprising financial due diligence, tax due diligence and reporting accountant work. These IPO-related services are non-recurring and will not be repeated in FY26. RSM did not provide any other non-audit services to the Group during the year.

### Auditor effectiveness

The Committee Chair attended the audit close meeting with management and the external auditor, gaining direct insight into issues arising and their resolution, error levels, the management/ auditor dynamic, and the views of technical specialists.

RSM has attended all Audit and Risk Committee meetings since Admission. Having reviewed RSM's independence, objectivity, audit quality and overall effectiveness, the Committee concluded that RSM applied appropriately robust challenge and professional scepticism throughout. The Committee met with RSM without management present and was satisfied with the audit relationship and quality of challenge. The Committee is satisfied that RSM possessed the requisite skills, experience and independence, and that the audit was effective.

The Group's Financial Statements were not subject to FRC Corporate Reporting Review during the period. The Committee notes that newly-listed companies may be subject to CRR review in due course and is committed to engaging constructively with the FRC if contacted.

## Audit and Risk Committee Report continued

Following the company's incorporation RSM were appointed as auditor for the first time this year, having previously served as auditor to the trading subsidiaries since 2018. Having reviewed RSM's independence, objectivity, audit quality and overall performance; including their handling of first-year IFRS and IPO accounting matters; the Committee has recommended their reappointment for the year ending 31 December 2026. A resolution to reappoint RSM UK Audit LLP and to authorise the Committee to determine their remuneration will be put to Shareholders at the 2026 AGM.

The Committee will conduct an audit tender at least every ten years. As the Company was formed immediately prior to Admission, the next tender is currently expected in 2034, for audit services commencing in the year ending December 2035.

The Committee confirms it has fulfilled its responsibilities under the FRC Minimum Standard and is satisfied that the independence of the external auditor has been effectively maintained.

### Looking Ahead to 2026

As The Beauty Tech Group plc enters its first full year as a listed company, the Committee's programme of work will continue to evolve. Our priorities for the year ahead include:

- Overseeing the Group's compliance programme for Provision 29 of the UK Corporate Governance Code 2024. The Committee has already begun preparatory work and the Committee expects to provide a full Provision 29 compliance report in the 2026 Annual Report.
- Deepening our assessment of the Group's internal financial controls, including through more structured control self-assessment procedures and a review of the financial systems architecture as the Group scales.
- Review whether a formal internal audit function is necessary.
- Conducting a full review of the Committee's Terms of Reference to ensure they remain appropriately calibrated to the Group's growing scale and complexity.
- Conducting an Audit and Risk Committee performance evaluation.

The Committee will report in full on progress against these priorities in the Annual Report for the year ended 31 December 2026.

# Remuneration Report



The Committee has worked to establish a remuneration framework that is appropriately aligned with the Group's strategy, the expectations of a newly listed business and to ensure that key personnel are retained and incentivised to deliver the Group's ambitious growth plan. We look forward to continuing to develop our approach to remuneration as the Group matures in the listed environment.



**SIMON COOPER**  
Chair of the Remuneration Committee

## Committee Overview

- Comprises the Chair of the Board and two independent Non-Executive Directors
- The Committee's first meeting following Admission was held in October 2025
- Meetings are attended by the CEO and CFO by invitation

## Progress in the Three Months Between Admission and our 31 December 2025 year end

- Agreed the Remuneration Committee agenda for FY26
- Finalised the Director's Remuneration Policy for approval by shareholders at the inaugural AGM
- Held initial discussions around the implementation of the Combined Incentive Plan for FY26

## Focus Areas for FY26

- The approval of targets for the Combined Incentive Plan for FY26
- Review workforce remuneration to ensure pay structures below Board-level remain competitive, fair and aligned with the Group's overall reward framework
- Implementation of the Directors' Remuneration Policy for the first full year as a listed business

## Committee Membership

Committee member	Meetings attended (since Admission)
Simon Cooper (Senior Independent Director and Chair of the Committee)	1/1
Elaine O'Donnell (Chair of the Board)	1/1
Seonna Anderson (Chair of Audit and Risk Committee and Independent Non-Executive Director)	1/1

The Committee's Terms of Reference are available at [www.thebeautytechgroup.com/corporate-governance](http://www.thebeautytechgroup.com/corporate-governance)

## Remuneration Report continued

# Chair's Introduction

Dear Shareholders,

On behalf of the Remuneration Committee, I am pleased to present The Beauty Tech Group plc's first Directors Remuneration Report (the "Report") as a listed company for the period from Admission on 8 October 2025 until the financial year ending 31 December 2025.

The Report is split into three sections:

Section	Pages
Chair's letter to shareholders	70
Directors' Remuneration Policy	72
Annual Report on Remuneration	81

## Directors' Remuneration Policy

Our Admission to the London Stock Exchange in October 2025 represents an important milestone in the Company's journey as a newly listed business, and the Remuneration Committee has been focused on transitioning effectively into the listed environment.

As a consumer brand with ambitious growth targets and a strong commitment to performance and innovation, it is vital that our remuneration arrangements enable us to attract, motivate and retain the right leadership team and supports the long-term success for the business. The Committee has therefore developed a Remuneration Policy that is aligned with UK Corporate Governance expectations, while also reflecting the founder-led nature of The Beauty Tech Group. This means that the Remuneration Policy is sensitive to the shareholdings of the existing Executive Directors, while also being flexible and competitive to enable the Company to attract key talent to join the Company in the future.

We recognise that remuneration will continue to be an area of focus for investors and stakeholders. The Committee is committed to ongoing engagement, ensuring that our policy remains fair, competitive and responsive as the Company evolves following our listing. I look forward to updating you in future years on how our remuneration framework continues to support the execution of our growth strategy and the creation of long-term value for all stakeholders.

## FY25 Performance

The business performed strongly throughout FY25, because of the ever-increasing awareness of the At-Home Beauty Device sector and the Group's market leading products driving strong sales growth across its core business and across all key markets. The Group delivered the best quarter in its history in the final quarter of 2025 which has resulted in Revenue and Adjusted EBITDA outcomes in excess of the guidance provided at IPO, with the final outcomes being £141.0m and £37.5m respectively.

## Remuneration Committee Principal Responsibilities

The Committee's principal responsibilities are to recommend the Group's policy on executive remuneration, determine the levels of remuneration for Executive Directors, their direct reports and the Chair of the Board, and prepare an annual remuneration report for approval by the Shareholders at the AGM.

The Executive Directors are invited to attend meetings of the Committee to provide context on the decisions being made by the Committee, except when their own remuneration is being directly discussed. The Committee met once during the period, and attendance is shown on page 69.

## Key Committee Activities

In advance of the IPO the Committee considered carefully the framework for the Directors' Remuneration Policy and all associated share plan rules, including the Combined Incentive Plan, Share Incentive Plan and Save As You Earn Plan.

The Committee has subsequently finalised the detailed Directors' Remuneration Policy which will be presented to shareholders for formal approval at the 2026 AGM. In implementing the policy for FY26, detailed consideration has been given to the first awards to be granted under the Combined Incentive Plan for 2026, including determination of eligibility to participate beyond the Executive Directors and stretching performance targets being set. The intention is to launch all-employee share plans later in 2026.

### FY25 Remuneration

As set out in the Prospectus, following the Group’s successful Admission, the base salary for each of Laurence Newman, CEO, and Sam Glynn, CFO & COO, was increased to £500,000 and £400,000 respectively. This increase took effect from 1 January 2026. It is intended that base salaries will normally be reviewed annually, taking account of Company and individual performance and the wider context of the pay and conditions of the wider workforce, as well as other relevant factors.

### Implementation of our Remuneration Policy in 2026

#### Base salary

Following their post-IPO increases, effective 1 January 2026, the CEO’s and CFO & COO’s salaries will not be increased in 2026 and will remain at £500,000 and £400,000 respectively.

#### The Beauty Tech Group Combined Incentive Plan

As set out in the Prospectus, the maximum opportunity for Executive Directors will be 250% of salary, with 40% of awards delivered in cash after one year and the remaining 60% delivered into shares, vesting on the third anniversary of grant. The award for FY26 will be subject to stretching Adjusted EBITDA performance targets, which will be disclosed to shareholders retrospectively.

### Closing remarks

The Committee is committed to ensuring that we are responsive to developments in best practice on remuneration, as well as a transparent approach in respect of Executive pay in the context of the wider workforce. Should you have any queries or comments on this report, or more generally in relation to remuneration, then please do not hesitate to contact me via the Company Secretary.

We hope that you find the information in this report helpful and informative, and we look forward to your support at the Company’s inaugural 2026 Annual General Meeting on 19 June 2026.



**Simon Cooper**

Chair of the Remuneration Committee  
15 April 2026



## Remuneration Report continued

# Directors' Remuneration Policy

This Directors' Remuneration Policy ("Remuneration Policy") will govern The Beauty Tech Group plc's future remuneration for Executive and Non-Executive Directors and is intended to apply for up to three years from the date of the Annual General Meeting at the 2026 AGM, subject to approval by shareholders.

### Committee Process to Determine Remuneration Policy

The Committee designed the Remuneration Policy around the following key considerations:

- Forward-looking remuneration arrangements should be simple; facilitating transparency and alignment with shareholders' interests over the longer term.
- Alignment with standard market practice and compliance with the UK Corporate Governance Code.
- The ability to attract, retain and motivate Executive Directors of the right calibre to ensure the continued success of the business, in what is a highly competitive environment, whilst ensuring that the level and form of remuneration is appropriate.
- Remuneration should be aligned with the key corporate metrics that drive growth and increased Shareholder value with significant emphasis on variable pay.

The role of the Committee and the formulation of the Remuneration Policy is undertaken in a way that ensures remuneration decisions are undertaken in a manner that prevents and manages any potential conflicts of interest. Should any conflicts arise these will be alerted to the Committee who will determine appropriate decisions in the best interests of The Beauty Tech Group plc's Stakeholders.

### Remuneration Policy Table

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Base Salary</b>			
To recognise status and responsibility to deliver operational strategy on a day-to-day basis.	<p>Base salary is paid in 12 equal monthly instalments during the year.</p> <p>Base salaries are reviewed annually with any changes normally effective from 1 January each year, and also (where relevant) to reflect changes in the responsibilities of each individual.</p>	<p>Whilst there is not a set maximum, increases will normally be in line with the range of increases awarded to other employees.</p> <p>Salary increases above this level may be awarded in appropriate circumstances including but not limited to the following:</p> <ul style="list-style-type: none"> <li>• to reflect any change in the level of responsibility of the individual (whether through a change in role or an increase in the scale and/or scope of the activities carried out by the Company);</li> <li>• an increase in experience and knowledge of the Company and its markets.</li> </ul>	None, although overall performance of the individual is considered by the Committee when setting and reviewing salaries.

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>Benefits</b>			
To provide benefits commensurate with the role and market practice.	<p>Executive Directors receive benefits set at an appropriate level taking into account total remuneration, market practice, the benefits provided to other employees in the Group and individual circumstances.</p> <p>Executive Directors will be eligible for a range of benefits, which may include, but is not limited to, health insurance, life insurance / death in service, travel, car allowance, staff discount and relocation expenses.</p> <p>The Committee reserves the right to introduce other benefits, for example in the case that this is necessary to attract and/or retain key Executive Directors.</p> <p>In relation to new Directors the Company will pay for reasonable relocation expenses where required.</p>	<p>Whilst the Committee has not set an absolute maximum on the level of benefits Executive Directors may receive, the value of benefits is set at a level which the Committee considers to be appropriately positioned taking into account relevant market levels based on the nature and location of the role, the level of benefits provided for other employees in the Group and individual circumstances.</p>	None.
<b>Pension</b>			
To provide funding for retirement.	<p>Defined contribution pension scheme is open to all employees and Executive Directors.</p> <p>In appropriate circumstances, such as where contributions exceed the annual or lifetime allowance, Executive Directors may take a taxable cash supplement instead of contributions to a pension plan.</p>	<p>The percentage level of pension provision (or cash allowance equivalent) for Executive Directors will not exceed the highest percentage contribution rate available to a majority of employees.</p> <p>The current pension contribution is 3% of auto-enrolment qualifying earnings.</p>	None.
<b>The Beauty Tech Group Combined Incentive Plan (“Combined Incentive Plan”)</b>			
To incentivise the delivery of financial and strategic priorities and directly align the Directors’ interests with those of all other Shareholders.	<p>Awards under the Combined Incentive Plan are dependent on the achievement of performance measures.</p> <p>Normally, up to 40% of the award earned is paid in cash following the end of the performance period. This cash proportion may be increased at the discretion of the Committee in circumstances such as during the lock-in period applying the Executive Directors post-IPO and/or where the shareholding requirement has been met by the Executive Director.</p>	<p>Maximum opportunity of up 250% of base salary may be awarded in respect of each financial year.</p>	<p>Targets are set annually reflecting the Company’s financial and strategic priorities and performance is measured over a one year period.</p> <p>At least 70% of the awards will be assessed against financial performance metrics. The balance is assessed against non-financial strategic objectives.</p> <p><b>Financial metrics</b></p> <p>No more than 25% of each metric will vest for threshold performance with full vesting for maximum performance.</p>

## Remuneration Report continued

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>The Beauty Tech Group Combined Incentive Plan (“Combined Incentive Plan”) continued</b>			
	<p>The balance is deferred in the form of a nil cost option, conditional share award or restricted share which vests after a further two years and is thereafter subject to a further two-year post-vesting holding period.</p> <p>A discretionary underpin will apply over the deferral period. The underpin may also apply over the performance period.</p> <p>Malus applies to cash awards prior to payment and deferred share awards prior to vesting.</p> <p>Cash payments are subject to clawback provisions for up to two years following payment.</p> <p>Deferred share awards are subject to clawback provisions in the two-year period following vesting.</p> <p>Malus and clawback may apply in the following circumstances:</p> <p>a material misstatement of the Company’s results, assessment of a performance target or the number of deferred shares granted was based on error, or inaccurate or misleading information, gross misconduct or fraud on the part of the Participant, reputational damage to the Company, a material failure of risk management, insolvency or corporate failure.</p>		<p><b>Non-financial metrics</b></p> <p>Non-financial metrics vesting will apply on a scale between 0% and 100% based on the Committee’s assessment of performance against objectives.</p> <p>The discretionary underpin will primarily be assessed with reference to a range of financial, and in certain circumstances, non-financial metrics.</p>
<b>Shareholding Requirement</b>			
<p>To strengthen the long-term alignment of Directors’ interests with those of all shareholders.</p>	<p>Shareholding requirement policy is primarily derived from the issue of shares resulting from the exercise of awards made under company share plans, such as the Combined Incentive Plan.</p>	<p>Executive directors are expected to progressively build and retain a shareholding in the Company worth 200% of basic salary over a maximum of 5 years; until such time as they have achieved this level, they are required to retain 50% the shares vesting to them under the Combined Incentive Plan (other than to settle associated tax liabilities on vesting).</p> <p><b>Post-employment</b></p> <p>Executive Directors who step down from the Board are required to retain a shareholding equal to 200% of salary (or their actual shareholding at the point of departure if lower) for the two years following stepping down as Executive Director.</p>	<p>N/A</p>

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
<b>All Employee Share Plans</b>			
To encourage wide share ownership across all employees, including the Executive Directors.	<p>Executive Directors may participate in all employee schemes on the same basis as other eligible employees.</p> <p>This includes the The Beauty Tech Group Share Incentive Plan ("SIP") and the The Beauty Tech Group Save As You Earn Plan ("SAYE") which the Board approved in FY25 and may be launched in the future.</p> <p>Both plans have standard terms, which are HMRC approved and allow participants to either purchase or be granted shares (under the SIP) or enter into a savings contract to purchase shares (under either or both of the SAYE or SIP) in a tax-efficient manner.</p>	Limits are in line with those set by HMRC.	None.

### Choice of Performance Measures

The Committee chose the performance measures described in the table above as they are deemed to directly align the Executive Directors' interests with those of all Shareholders in an easily understood and transparent manner.

#### Combined incentive plan

The performance measures are set annually reflecting the Company's financial and strategic priorities. At least 70% of the Combined Incentive Plan is assessed against financial performance metrics. The balance is assessed against non-financial strategic/personal objectives. In relation to financial metrics, up to 25% of each bonus element will vest for threshold performance, with full vesting for maximum performance. In relation to non-financial metrics, vesting will apply on a scale between 0% and 100% based on the Committee's assessment of performance against objectives.

Additionally, the Combined Incentive Plan is subject to a discretionary underpin which will apply over the two-year deferral period. The Committee may also determine that this will also apply under the one-year performance period. The assessment of the underpin will occur at the end of the three year aggregate performance and deferral period, and will primarily make reference to a range of financial and, in certain circumstances, non-financial metrics. The Committee will assess performance against the underpin metrics and determine whether an adjustment to the vesting of any shares to participants is appropriate.

#### Malus and Clawback

The following table illustrates the time periods during which malus and clawback provisions may apply for each element of remuneration:

Remuneration element	Malus	Clawback
Combined Incentive Plan (cash element)	Up to the date of the cash payment.	Up to two years post the date of any cash payment.
Combined Incentive Plan (deferred shares)	To the end of the two year vesting period.	Up to two years post-vesting.

## Remuneration Report continued

Condition under which malus and clawback may apply include:

- The discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Group or the audited accounts of a Group company;
- The assessment of any performance target in respect of an Incentive Award was based on error, or inaccurate or misleading information;
- The discovery that any information used to determine the number of Shares subject to a Deferred Share Award was based on error, or inaccurate or misleading information;
- Action or conduct of a Participant which, in the reasonable opinion of the Board, amounts to fraud or gross misconduct;
- Events or behaviour of a Participant have led to the censure of a Group company by a regulatory authority or have had a significant detrimental impact on the reputation of any Group company provided that the Board is satisfied that the relevant Participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them;
- A serious failure of risk management of The Beauty Tech Group plc, a Group company or a business unit of the Group; and/or
- The Beauty Tech Group plc or any Group company or business of the Group becomes insolvent or otherwise suffers a corporate failure so that the value of Shares is materially reduced provided that the Board determines following an appropriate review of accountability that the Participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

### Discretions

In exceptional circumstances such that the Committee believes the original measures and/or targets are no longer appropriate e.g. corporate activity, the Committee has discretion to amend performance measures and targets during the year.

The Committee may also, in exceptional circumstances, amend the formulaic Combined Incentive plan pay-out and/or amend the deferred share awards vesting upwards or downwards should the formulaic outcome not, in the view of the Committee, reflect the overall business performance or individual contribution.

Any such changes would be explained in the subsequent annual remuneration report and, if appropriate, be the subject of consultation with The Beauty Tech Group plc's major shareholders. Consistent with best practice, the Combined Incentive Plan rules also provide that any such amendment must not make, in the view of the Committee, the amended condition materially less difficult to satisfy than the original condition was intended to be before such event occurred.

In line with market practice, the Committee retains discretion relating to operating and administering the Combined Incentive Plan. This discretion includes:

- timing of awards and payments;
- size of awards, within the overall limits disclosed in the policy table;
- determination of vesting;
- ability to override formulaic outcomes;
- treatment of awards in the case of change of control or restructuring;
- treatment of leavers within the rules of the plan, and the policy on payments for loss of office; and
- adjustments needed in certain circumstances, for example, a rights issue, corporate restructuring or special interim dividend.

### Differences in Policy Compared with Other Employees

**Salary:** There are no differences in Policy. The Committee takes into account the Company's overall salary budget and percentage increases made to other employees. It also sets the remuneration for senior management, that being the first layer of management below board level.

**Taxable benefits:** the benefits available vary by role taking into account total remuneration, market practice, the benefits provided to other employees in the Group and individual circumstances.

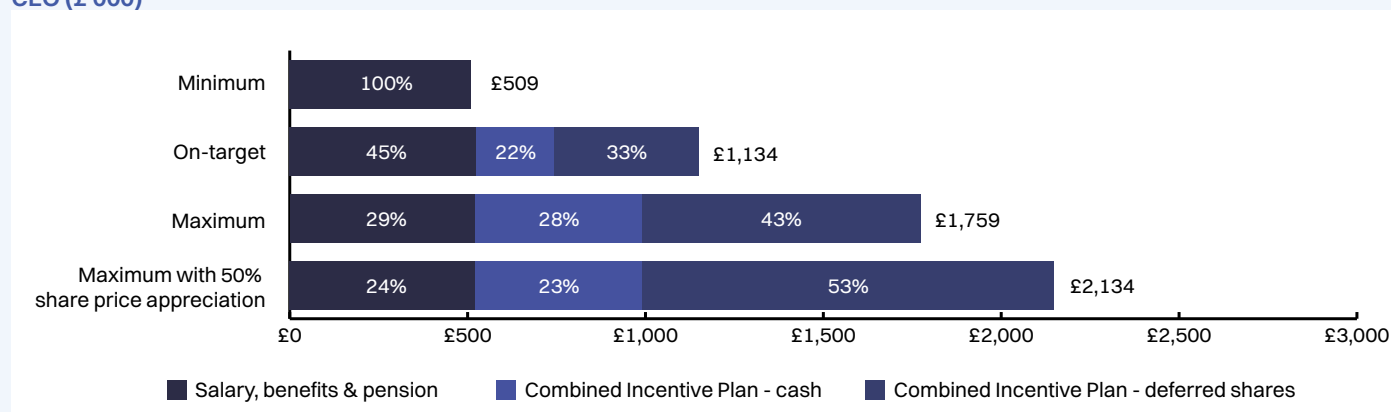
**Pension:** The percentage level of pension provision (or cash allowance equivalent) for Executive Directors will not exceed the highest percentage contribution rate available to a majority of employees.

**Incentive Plans:** Executive Directors and selected members of senior management are currently entitled to participate in the Combined Incentive Plan as these are the roles which have most influence on, and accountability for, the strategic direction of the Group and the delivery of returns to Shareholders. This may be reviewed as appropriate in the light of growth and/or other changes in the Company. Once the SIP and SAYE schemes are launched, Executive Directors and wider employees will be eligible to participate on the same terms.

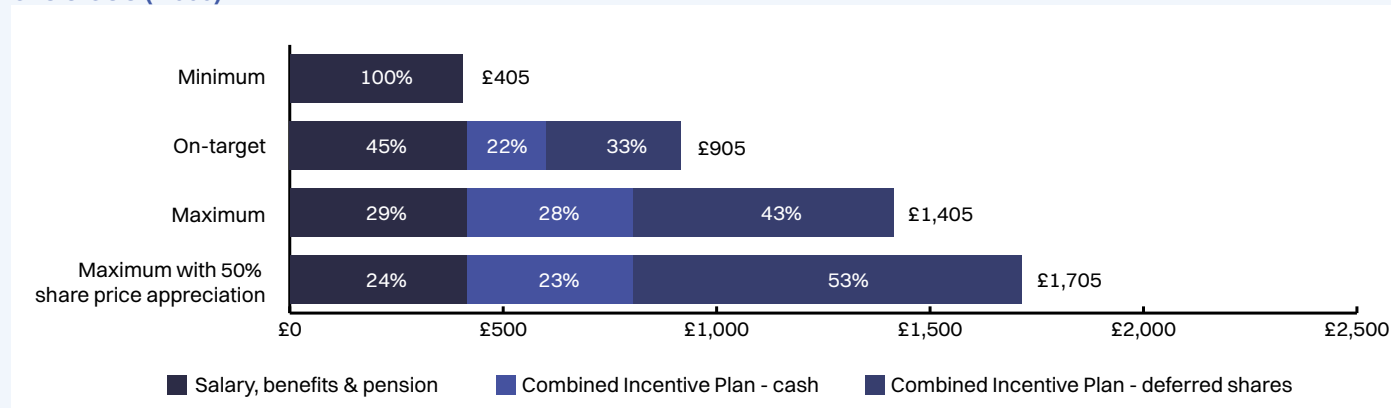
### Illustrative Application of Remuneration Policy

The bar charts below seek to illustrate the potential rewards available under the proposed remuneration policy for 2026 under varying levels of performance.

#### CEO (£'000)



#### CFO & COO (£'000)



The bar charts have been prepared based on the following assumptions:

Element	Minimum performance	On-Target performance	Maximum performance	Maximum performance with 50% share price growth
Fixed elements of remuneration	The base salary is the salary for 2026 The benefits are estimated, based on benefits for 2025 The pension contribution is equal to 3% of auto-enrolment qualifying earnings			
Combined Incentive Plan (CEO and CFO & COO: 250% award)	0% of maximum opportunity	50% of maximum opportunity	100% of maximum opportunity	100% of maximum opportunity plus 50% share price growth

## Remuneration Report continued

### Non-Executive Directors' Fees Policy

How component supports strategic objectives	Operation of component	Maximum potential value of component	Performance metrics used, weighting and time periods
To attract Non-Executive Directors who have a broad range of experience and skills to support and oversee the implementation of strategy and ensure good corporate governance.	<p>Non-Executive Directors' fees are set by the Board as a whole and aligned with the responsibilities of each director.</p> <p>Annual fees are paid in 12 equal monthly instalments during the year.</p> <p>Non-Executive Directors will be paid a base fee and may be paid an additional fee for acting as chair of any Board committees. The Chair of the Board will not be paid any such additional fees.</p> <p>Non-Executive Directors' fees are periodically reviewed by the Board in the light of any changes in role and prevailing market rates for Non-Executive Directors in other listed companies of similar size and with similar characteristics.</p>	Non-Executive Directors' remuneration will not be set outside the parameters of prevailing market rates for similarly-sized companies of comparable complexity.	Non-Executive Directors are not eligible to participate in any performance-related arrangements or share incentive schemes.

### Service Contracts

The Executive Directors are each engaged under a rolling contract of service requiring 12 months' notice of termination on either side for Laurence Newman and Sam Glynn. The dates of the Executive Directors' service agreements are as follows:

	Effective date of service agreement
Laurence Newman, CEO	8 October 2025
Sam Glynn, CFO & COO	8 October 2025

All Non-Executive Directors are subject to re-election at each AGM. The appointment of the Non-Executive Directors may be terminated on either side on three months' notice. The dates of each Non-Executive Director's appointment are as follows:

	Effective date of service agreement	Expiry of current term
Elaine O'Donnell	8 October 2025	8 October 2028
Simon Cooper	8 October 2025	8 October 2028
Seonna Anderson	8 October 2025	8 October 2028

Copies of the service contracts and letters of appointment are held at the Company's Registered Office and will be available for inspection within normal business hours / at the Annual General Meeting, subject to any covid-related restrictions.

### Payments for Loss of Office

When assessing whether payments will be made in respect of loss of office, the Committee will take into account individual circumstances including the reason for the loss of office, The Beauty Tech Group plc and individual performance up to the loss of office and any contractual obligations of both parties.

### Contractual payments

In the event of early termination for Executive Directors, the Company may make a payment in lieu of notice up to a maximum of 12 months' salary. Any payment is subject to phasing and mitigation requirements.

In the event of gross misconduct, the Company may terminate the service contract of an Executive Director immediately and with no liability to make further payments other than in respect of amounts accrued at the date of termination.

The current Executive Director service contracts permit the Company to put an Executive Director on garden leave for some or all of the duration of the notice period.

### Combined Incentive Plan

The treatment of awards under the Combined Incentive Plan for leavers will depend on whether or not they are classified as a Good Leaver. A Good Leaver is defined as a Director leaving due to the following reasons:

- Death;
- Ill-health, injury or disability;
- Transfer of a Participant's relevant employment outside of the Group; or
- In any other circumstances at the Remuneration Committee's discretion (except for gross misconduct).

For other leavers, the Committee will take into account individual circumstances, contractual terms, circumstances of the termination and the commercial interests of The Beauty Tech Group plc to determine whether or not to treat a leaver as a Good Leaver.

The table below sets out the leaver treatment for awards under the Combined Incentive Plan.

Remuneration element	Treatment for Good Leaver	Treatment for Other Leaver	Remuneration Committee Discretion
Combined Incentive Plan	<p>Eligible for a Combined Incentive Plan award, taking into account performance conditions and/or underpins.</p> <p>Normally, any cash value which becomes payable under the Combined Incentive Plan or shares which vest under the deferred share award will be time pro-rated to reflect the number of whole months from the beginning of the performance period or deferral period until the date of leaving employment as a proportion of the relevant performance period or deferral period as relevant.</p> <p>A deferred share award will ordinarily lapse if it has not been exercised within 6 months of cessation of employment or, if later, when it becomes exercisable.</p>	<p>If a Participant ceases to be employed within the Group for any reason before a Combined Incentive Plan award is determined or during the deferral period of a deferred share award, then such award will normally lapse.</p>	<p>It is at the discretion of the Committee as to whether departing Directors would be entitled to the Combined Incentive Plan award. In exercising its discretion on determining the amount payable and the timing of payment to an Executive Director on termination of employment, the Committee would consider each instance on an individual basis, taking account of factors such as performance and circumstances of the termination.</p> <p>When determining whether any value becomes payable to a departing Director, the Committee will ensure that no 'reward for failure' is made.</p>
Options under SIP or SAYE	As per HMRC regulations.	As per HMRC regulations.	

### Payments in the Event of a Change of Control

The treatment of each element of remuneration under a change of control is set out in the table below.

Remuneration element	Remuneration Policy and operation
Combined Incentive Plan	<p>An Incentive Award or a Deferred Share Award will vest immediately in such proportion as it determined by the Committee in its absolute discretion taking into account any factors it considers relevant, including but not limited to the assessment of any performance targets applying to the Incentive Award or any performance underpins or other conditions applying to the Deferred Share Award as at the date of the change of control.</p> <p>Unless the Committee agrees to exchange outstanding deferred share awards into awards in the acquiring company, any outstanding deferred shares will ordinarily vest in full at the date of change of control (other than in respect of an internal reorganisation).</p>

## Remuneration Report continued

### Approach to Recruitment Remuneration

In the event that a new Executive Director or Non-Executive Director was to be appointed, remuneration would be determined consistent with the Policy table, paying no more than necessary. The table below sets out the additional elements of remuneration that would be considered for the appointment of a new Executive Director.

Remuneration element	Policy and operation
Buy-out awards	<p>If it were necessary to attract the right candidate, due consideration would be given to making awards necessary to compensate for forfeited awards in a previous employment.</p> <p>In making any such award, the Committee will take into account any performance conditions attached to the forfeited awards, the form in which they were granted and the timeframe of the forfeited awards.</p> <p>The value of any such award will be capped to be no higher on recruitment than the forfeited awards and will not be pensionable nor count for the purposes of calculating Combined Incentive Plan awards.</p> <p>Any such award would be in addition to the normal Combined Incentive Plan awards set out in the Policy table.</p>

### Statement of Consideration of Shareholder Views

Prior to Admission the views of Shareholders were considered when determining the Policy. If the Committee was to consider changes to the Policy, it would be subject to prior consultation with major Shareholders as appropriate.

The Committee takes the views of the shareholders seriously and these views will be taken into account in shaping remuneration policy and practice. Shareholder views will be considered when evaluating and setting remuneration strategy and the Committee welcomes an open dialogue with its shareholders on all aspects of remuneration.

### Statement of Consideration of Employment Conditions Elsewhere in the Group

The Committee considers pay levels across the organisation when setting remuneration for all directors (both executives and non-executives). However, this review is undertaken against a background of ensuring that the prevailing market rates for all levels of employee in the organisation are taken into account in order to attract, retain and motivate the best employees at each level. In relation to directors, specific account is taken of any change in the level of responsibility of the director (whether through a change in role or the increased size of the Company) or an increase in experience and knowledge of the Company and its markets which may not be relevant to roles elsewhere in the Company.

The Company does not deem it appropriate to formally consult with employees regarding the determination of the directors' remuneration policy. However, employees have the opportunity to make comments on any aspect of the Company's activities through various channels of Board engagement with the workforce and any comments made which are relevant to directors' remuneration would be considered by the Committee.

### Legacy Arrangements

As set out in the Prospectus, the Company has legacy share arrangements which remain subject to time vesting and/or performance conditions post-IPO. These are summarised below:

#### Legacy Pre-IPO Awards

It was determined that Legacy Pre-IPO Awards should be granted to the Executive Directors and various key managers on 23 September 2025. These awards preceded Admission and do not form part of the post-IPO Remuneration Policy. The awards will be wholly settled in shares which were transferred to the Employee Benefit Trust prior to the IPO, with 50% vesting on the third anniversary of Admission subject to continued employment during that period, and the remaining 50% vesting subject to the achievement of stretching Adjusted EBITDA performance targets over the period from Admission to the financial year ending 31 December 2030 and continued employment.

This Policy gives authority to the Company to honour any commitments entered into with current directors prior to the Company's Admission or to internally promoted future directors prior to their appointment. Details of any payments under the legacy incentive arrangements will be set out in future Directors' Remuneration Reports as they arise.

# Annual Report on Remuneration

## Introduction

This section of the report sets out how The Beauty Tech Group has implemented its proposed Remuneration Policy for Executive Directors since Admission in October 2025. This is in accordance with the requirements of the Large & Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

Directors were appointed to the Board of The Beauty Tech Group plc on the following dates: Laurence Newman and Sam Glynn on 10 September 2025; Elaine O'Donnell, Seonna Anderson and Simon Cooper on 23 September 2025. Single total figures reflect remuneration from the date of appointment to 31 December 2025.

## Single Total Figures of Remuneration (audited)

(£)	Salary / fees*	Taxable Benefits	Pension**	Total fixed pay	Combined Incentive Plan/ Bonus	Total variable pay	Total remuneration
<b>Executive Directors (2025)</b>							
Laurence Newman	£122,727	£2,891	£405	<b>£126,023</b>	£600,000	<b>£600,000</b>	<b>£726,023</b>
Sam Glynn	£93,580	£920	£405	<b>£94,905</b>	£457,500	<b>£457,500</b>	<b>£552,405</b>
<b>Chair and Non-Executive Directors (2025)</b>							
Elaine O'Donnell	£47,727	-	-	<b>£47,727</b>	-	-	<b>£47,727</b>
Seonna Anderson	£16,909	-	-	<b>£16,909</b>	-	-	<b>£16,909</b>
Simon Cooper	£19,636	-	-	<b>£19,636</b>	-	-	<b>£19,636</b>

\* For the period to 31 December 2025 the base salaries for Laurence Newman and Sam Glynn were £400,000 and £305,000 respectively. These were increased to their post-IPO salaries of £500,000 and £400,000 respectively with effect from 1 January 2026.

\*\* Laurence Newman's and Sam Glynn's maximum pension contributions are 3% of auto-enrolment qualifying earnings in line with the wider workforce.

## FY25 Bonus (audited)

FY25 bonuses were subject to Adjusted EBITDA performance targets set during the year prior to IPO. Following an assessment of performance, the bonus targets were met in full and therefore the resulting payout to Laurence Newman and Sam Glynn was £600,000 and £457,500 respectively.

## Statement of Directors' Shareholding and Share Interests (audited)

Director	Ordinary shares as at 31 December 2025 <sup>1</sup>	Awards subject to continued employment	Awards subject to performance and continued employment	Vested but unexercised options	Total shareholding and share interests	Shareholding requirement met?
		Combined Incentive Plan	Pre-IPO awards			
<b>Executive Directors</b>						
Laurence Newman	5,043,224	-	1,500,000	-	6,543,224	Yes
Sam Glynn	1,410,981	-	2,500,000	-	3,910,981	Yes
<b>Chair and Non-Executive Directors</b>						
Elaine O'Donnell	29,520	-	-	-	29,520	-
Seonna Anderson	7,380	-	-	-	7,380	-
Simon Cooper	5,795,296	-	-	-	5,795,296	-

1. Includes any shares held by connected persons or related parties.

## Directors' share ownership guidelines (audited)

Director	Shareholding requirement (% of salary)	Shareholding as at 31 December 2025 (% of salary) <sup>1</sup>	Shareholding requirement met?
Laurence Newman	200%	2,925%	Yes
Sam Glynn	200%	1,023%	Yes

1. Based on the number of ordinary shares held and the closing share price of £2.90 on 31 December 2025.

## Remuneration Report continued

### Payments to Past Directors (audited)

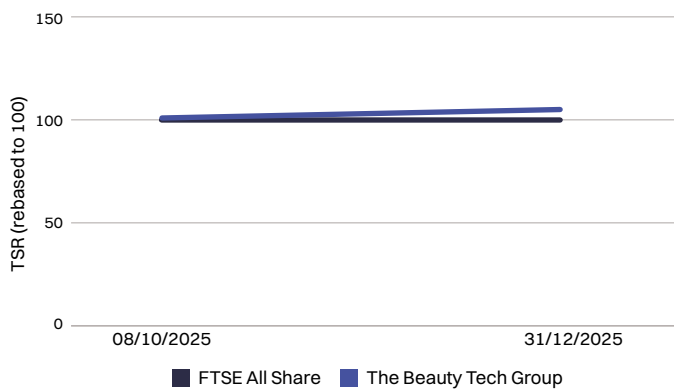
There were no payments to past Directors in the financial year.

### Payments for Loss of Office (audited)

There were no payments for loss of office to past Directors in the financial year.

### Performance Graph and CEO Remuneration Table

The graph below shows the value of £100 invested in the Company's shares since listing compared to the FTSE All Share index. This index was chosen as it reflects an index to which the Group has been a constituent since the IPO in October 2025. The graph shows the Total Shareholder Return generated by both the movement in share value and the reinvestment over the same period of dividend income. This graph has been calculated in accordance with the Regulations. It should be noted that the Company listed on 8 October 2025 and, therefore, only has a listed share price for the period from 8 October 2025 to 31 December 2025.



### Chief Executive Officer Historic Remuneration

The table below outlines the Group CEO's single figure for total remuneration, and annual bonus and LTIP outcomes as a percentage of maximum opportunity and will be built up over a period of ten years:

	2025 (Laurence Newman)
Combined Incentive plan payout (% of maximum opportunity)	-
CEO single figure of remuneration <sup>1</sup>	£726,023

1. Represents the period from appointment on 10 September 2025 to the financial year ending 31 December 2025.

Laurence Newman was appointed to the Board on 10 September 2025; the single figure accordingly reflects remuneration from appointment date to 31 December 2025 only.

### Annual percentage Change in Remuneration of Directors and Employees

As this is the Company's first year as a publicly listed company, there is no disclosable prior year remuneration to compare against.

### CEO to Employee Pay Ratio

The Group had an average of 241 employees in the period, which is less than 250 and, therefore, is not required to disclose a CEO to employee pay ratio.

### Relative Importance of Spend on Pay

The following table sets out the amounts paid in share buybacks and dividends, and total remuneration paid to all employees:

Payouts	2025 (£)
Dividends	£0
Share buybacks	£0
Total employee remuneration	£10,412,187

### Summary of Shareholder Voting

There is no historical voting to disclose on Directors' remuneration as the 2026 AGM will be the Company's first as a publicly listed company. AGM voting outcomes will be disclosed in future Reports.

### Adviser to the Remuneration Committee

Prior to Admission, the Company appointed PricewaterhouseCoopers LLP ("PwC") to provide advice on executive remuneration matters and views on shareholder perspectives as part of the review of its Remuneration Policy for senior employees, including executive directors. The Committee regularly reviews and satisfies itself that the advice received is independent and objective.

PwC is a member of the Remuneration Consultants Group and the voluntary code of conduct of that body is designed to ensure objective and independent advice is given to remuneration committees. There are processes in place to ensure the advice received by the Committee is independent of any support provided to management. The Committee is therefore of the view that PwC provided independent remuneration advice to the Committee and does not have any connections with the Group or any director that may impair their independence.

During the year, PwC were paid £10,000 for their advice to the Committee on these matters. Fees were charged on a time-spent basis.

## Implementation of Policy for FY26

The implementation of the Policy will be consistent with that outlined in the Policy table on pages 72 to 75.

Key feature	Implementation in FY26
<b>Base salary</b>	
<ul style="list-style-type: none"> <li>Base salaries are reviewed annually with any changes normally effective from 1 January each year.</li> </ul>	<ul style="list-style-type: none"> <li>The CEO's and CFO &amp; COO's salaries that were agreed on IPO took effect on 1 January 2026 and will remain at £500,000 and £400,000 respectively.</li> </ul>
<b>Pensions</b>	
<ul style="list-style-type: none"> <li>Defined contribution pension scheme is open to all employees and Executive Directors.</li> <li>In appropriate circumstances, such as where contributions exceed the annual or lifetime allowance, Executive Directors may take a taxable cash supplement instead of contributions to a pension plan.</li> <li>The percentage level of pension provision (or cash allowance equivalent) for Executive Directors will not exceed the highest percentage contribution rate available to a majority of employees.</li> </ul>	<ul style="list-style-type: none"> <li>The CEO's and CFO &amp; COO's maximum pension contribution is 3% of auto-enrolment qualifying earnings (in line with the wider workforce).</li> </ul>
<b>Combined Incentive Plan</b>	
<ul style="list-style-type: none"> <li>Maximum opportunity of 250% of salary for the CEO and CFO &amp; COO</li> <li>Malus and clawback provisions apply</li> </ul>	<ul style="list-style-type: none"> <li>For FY26, the maximum incentive opportunity for the CEO and CFO &amp; COO is 250% of salary.</li> <li>The FY26 Combined Incentive Plan awards will be based on Adjusted EBITDA performance.</li> <li>The performance measures are set annually reflecting the Company's financial and strategic priorities.</li> <li>The performance targets will be set considering internal and consensus forecasts and the key strategic priorities for the Group in FY26.</li> <li>The Committee considers the precise performance targets to be commercially sensitive, and so in line with market practice these will be disclosed retrospectively.</li> <li>The Committee has discretion to amend the formulaic outcome under the Combined Incentive Plan to ensure that outcomes are reflective of business performance.</li> </ul>

For FY26, the Chair of the Board and Non-Executive Director fees remain unchanged as follows:

- Chair of the Board: £175,000
- Non-Executive Director base fee: £52,000
- Additional fee for Senior Independent Director: £10,000
- Additional Committee Chair fees: £10,000 per Committee
- Additional fee for designated workforce engagement Non-Executive Director: £5,000 (effective 1 January 2026)

On behalf of the Remuneration Committee



**Simon Cooper**  
15 April 2026

# Directors' Report

The Directors present their Annual Report and audited Financial Statements for the period ended 31 December 2025.

The Beauty Tech Group plc is incorporated as a public company limited by shares and is registered in England and Wales with the registered number 16613177. Its registered office is Suite 3f1, Glasshouse, Congleton Road, Nether Alderley, Macclesfield, Cheshire, United Kingdom, SK10 4ZE.

This report contains the additional information the Directors are required to include in the Annual Report in accordance with the Companies Act 2006, the Listing Rules and the DTRs.

The Strategic Report and this Directors' Report together are the management report for the purposes of DTR 4.1.5 R.

In accordance with Section 414C (11) of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, the following disclosures have been included in the Strategic Report or Governance Report as indicated rather than in this Directors' Report. The Strategic Report can be found on pages 1 to 40 and the Corporate Governance Report can be found on pages 51 to 56.

## Disclosures

	Section	Page numbers
Future business developments	Strategic report	6 to 11
Risk management and Principal Risks	Corporate Governance Report	56
	Audit and Risk Committee Report	61 to 68
	Strategic report	18 to 21
Climate-related financial disclosures, greenhouse gas consumption, energy consumption and energy efficiency including TCFD disclosures	Strategic Report	37 to 40
Streamlined Energy and Carbon Reporting (SECR)	Strategic Report	33 to 34
Employee engagement	Strategic Report	24 to 35
	Corporate Governance Report	55
Business relationships with suppliers, customers and other stakeholder engagement	Strategic Report	24 to 31

Under Sections 414CB and 414CA of the Companies Act 2006 the Group has less than 500 employees at the year-end date and therefore is not obliged to include a Non-Financial Information Statement.

## Information required by UKLR 6.6.1

The information required to be disclosed by UK Listing Rule 6.6.1 can be found in the following locations:

Capitalised interest	N/a
Publication of unaudited financial information	Note 1*
Allotment of shares	85 and 124
Contracts of significance in which directors interested	N/a
Controlling shareholder	N/a
Dividend waiver	N/a
LTIPs required by UKLR 9.3.3 R	N/a
Waiver of Directors' emoluments	N/a
Waiver of Directors' future emoluments	N/a

\*Note 1: On 8 January 2026, the Company published an adjusted EBITDA guidance forecast for the year to 31 December 2025 of not less than £35.5m. Actual adjusted EBITDA for the year was £37.5m.

## Directors

Details of all persons who served as Directors of the Company during the financial year and who continue to serve as such as at the date of this report can be found on pages 46 and 47. Andrew Duckworth and Paul Gedman also served as Directors of the Company from incorporation on 29 July 2025 until 23 September 2025.

## Appointment and Replacement of Directors

The Articles provide that the Company may by ordinary resolution at a general meeting appoint any person to act as a Director, provided that notice is given of the resolution identifying the proposed person by name, and that the Company receives written confirmation of that person's willingness to act as a Director if they have not been recommended by the Board. The Articles also empower the Board to appoint as a Director any person who is willing to act as such.

The Articles provide that the Company may by special resolution, or by ordinary resolution of which special notice is given, remove any Director before the expiration of his or her period of office. The Articles also set out the circumstances in which a Director shall vacate office.

The Articles require that, at each AGM, any Director who was appointed after the previous AGM must be proposed for election by the Shareholders. Additionally, each other Director must be proposed for re-election by the Shareholders. The rules apply to Directors who were acting as Directors on a specific date selected by the Board. This is a date not more than 14 days before, and no later than, the date of the Notice of AGM.

## Powers of Directors

### General

The Directors may exercise all of the powers of the Company save for those required to be done by the Company in general meetings and subject to any direction that the Company gives to the Board by passing a special resolution and any other restrictions imposed by relevant law including the Companies Act 2006.

### Acquisition of own shares

On 1 October 2025, as part of a Group reorganisation prior to Admission, the Company made an off-market purchase of, and subsequently cancelled, 50,000 Ordinary shares of £1.00 each in the capital of the Company held by Paul Gedman as the original subscriber.

On 2 October 2025, the Company received Shareholder authority to buy back up to 1,107,011 of the Company's Ordinary shares until the earlier of the conclusion of the 2026 AGM or 30 June 2026. The authority has not been exercised and remains in place as at the date of this report. The Company intends to seek an authority to buy back up to 14.99% of its share capital at the 2026 AGM.

#### Allotment of shares

On 2 October 2025, an ordinary resolution was passed authorising the Directors to allot new shares up to a maximum aggregate nominal amount of £3,690,036 (representing approximately one third of the issued share capital of the Company) in any circumstances and to allot further new shares in the case of a fully pre-emptive offer up to a maximum aggregate nominal amount of £3,690,036 (representing approximately a further one third of the issued share capital).

The Directors were also empowered to allot shares for cash, free from statutory pre-emption rights, both in connection with a pre-emptive offer and, otherwise than in connection with any such offer, up to a maximum aggregate nominal amount of £1,107,011. This amount represented approximately 10% of the Company's issued share capital. The Directors were also empowered to allot shares for cash, free from statutory pre-emption rights, up to a further maximum aggregate nominal amount of £1,107,011 (representing 10% of the Company's issued share capital) for use specifically in connection with an acquisition or specified capital investment. In both cases, the Directors were also empowered to allot, on a non-pre-emptive basis, shares for cash representing no more than 2% of the Company's issued ordinary share capital for the purposes of making a follow-on offer to certain retail investors and existing Shareholders.

The authority to allot shares and power to disapply statutory pre-emption rights will expire at the earlier of the conclusion of the 2026 AGM or 30 June 2026. The Company intends to seek a similar authority and power at the 2026 AGM, in line with the guidelines published by The Investment Association and the Statement of Principles issued by The Pre-Emption Group.

#### Director's Indemnities and Liability Insurance

The Company has granted indemnities to each of its Directors under section 234 of the Companies Act 2006 and pursuant to the Company's Articles of Association in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers.

These qualifying third-party indemnity provisions were in force from 24 September 2025 and remain in force at the date of approval of this report.

The Company did not have any qualifying pension scheme indemnity provisions in place during the period.

The Company also maintains Directors' and officers' liability insurance cover.

#### Dividend

The Group's profit for the period is set out in the Consolidated Statement of Profit and Loss and Other Comprehensive Income on page 98. The Directors do not recommend a final dividend for FY25.

#### Share Capital

The Company was incorporated on 29 July 2025 with 50,000 Ordinary shares of £1.00 each. Prior to Admission, these £1 Ordinary subscriber shares were cancelled as part of the Group reorganisation.

At Admission on 8 October 2025, 110,701,107 Ordinary shares of 10 pence each were in issue, comprising 95,500,000 shares issued to existing Shareholders, 10,701,107 new shares issued to investors as part of the primary raise, and 4,500,000 shares issued to the Employee Benefit Trust.

In respect of 95,500,000 shares issued to existing Shareholders, a summary of how this is broken down and was dealt with as part of the Group reorganisation is as follows:

On 17 September 2025, the Company issued 500,000 ordinary shares of £0.01 each to The Data Capital Group Limited, at par value.

On 3 October 2025, the Company issued:

- an aggregate of 42,162,215 ordinary shares of £0.01 each to the 61 shareholders in eComplete SPV Limited, as consideration for the transfer to the Company of their shares in eComplete SPV Limited;
- an aggregate of 45,738,615 ordinary shares of £0.01 each to certain of the existing shareholders of Project Glow Topco Limited, as consideration for the issue to the Company of shares in Project Glow Topco Limited, using the proceeds of a capital reduction of the shares in Project Glow Topco Limited previously held by those shareholders; and
- an aggregate of 7,099,170 ordinary shares of £0.01 each to the holders of loan notes in the Company, as consideration for the capitalisation of those loan notes.

Further details on the above and the reorganisation are contained in the Prospectus.

No further shares were issued between Admission and 31 December 2025 so the number of shares in issue at year end is 110,701,107 ordinary shares of £0.10 each.

#### Shareholder and Voting Rights

The Company has a single class of Ordinary shares, each carrying the same rights, including equal rights to dividends and to the return of capital on a winding up. All members are entitled to receive notice of, attend and speak at general meetings. On a vote at a general meeting, every member present in person or by proxy is entitled to one vote for each Ordinary share held. The Company has no securities carrying special rights with regard to control.

There are no restrictions on voting rights attaching to the Company's Ordinary shares, other than those imposed by law or by the Articles of Association, including restrictions that may apply where a Shareholder has failed to comply with statutory disclosure notices. The notice of meeting for the 2026 AGM ("Notice of Meeting") will specify the procedures and deadlines for exercising voting rights and appointing a proxy.

## Directors' Report continued

### Change in Major Shareholders' Interests Since Admission

#### Substantial shareholdings

As at 31 December 2025, the Company had not been notified under Rule 5 of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules (DTRs) of any changes in holdings of voting rights in its shares since IPO. The Company has not received any notifications under the DTRs in the period since 31 December 2025 and the date of this report.

The table below sets out the substantial shareholdings in the Company on IPO based on the Pricing Statement at 3 October 2025 and modified to reflect changes notified to the Company by its PDMRs up to the date of this report. The holdings may have subsequently changed but notification to the Company under the DTRs is not required until the next applicable threshold in DTR 5 is crossed.

	Number of Shares	Nature of holding as per disclosure	Date of notification
Slater Investments Limited	7,750,000	7.00%	3 October 2025
Thakral Lifestyle Pte. Limited	6,683,868	6.04%	3 October 2025
Simon Cooper <sup>1</sup>	5,775,786	5.22%	3 October 2025
Andrew Showman <sup>2</sup>	5,543,752	5.01%	3 October 2025
Laurence Newman <sup>3</sup>	5,032,582	4.55%	3 October 2025
FCM Trust Limited as trustee of The Beauty Tech Group Employee Benefit Trust	4,500,000	4.07%	3 October 2025
Sencheer Holdings Ltd	4,292,233	3.88%	3 October 2025
Stephen Grant	4,020,801	3.63%	3 October 2025
The Data Capital Group Limited	2,745,502	2.48%	3 October 2025
Beechbrook UK SME Credit II GP LP (on behalf of Beechbrook UK SME Credit II LP)	2,636,572	2.38%	3 October 2025
Northern Venture Trust PLC	2,241,147	2.02%	3 October 2025

<sup>1</sup> Simon Cooper's holding increased to 5,795,296 and a holding of 5.24% on 26 November 2025.

<sup>2</sup> Andrew Showman's holding increased to 5,563,262 shares and a holding of 5.03% on 26 November 2025. Andrew Showman also transferred 300,000 ordinary shares of £0.10 each in the capital of the Group ("Ordinary Shares") to The Prism Charitable Trust, a special Trust of Prism the Gift Fund; charity number 1099682-1 on behalf of The Yankelson-Showman Charitable Trust (the "Trust"), for nil consideration (the "Transferred Shares"). Neither Andrew Showman nor any Persons Closely Associated with Andrew Showman has any beneficial interest in the Trust or the Transferred Shares. Following the transfer, Andrew Showman remains interested in 5,243,752 Ordinary Shares, representing approximately 4.7% of the Group's issued share capital.

<sup>3</sup> Laurence Newman's holding increased to 5,043,224 and a holding of 4.56% on 26 November 2025. The numbers set out above do not include up to 1,500,000 Shares which will be issued prior to Admission and may be transferred to Laurence Newman pursuant to certain awards granted to him prior to the date of this document, which may vest over time, subject to the satisfaction of certain performance conditions relating to the financial years ending 31 December 2030.

#### Restrictions on Transfer

For a twelve-month lock-in period from the date of Admission to trading on the London Stock Exchange (being 8 October 2025), each of the Directors at the time of the IPO agreed that, subject to certain customary exceptions, they will not dispose of any of the Company's shares that they may hold. For the six-month period thereafter, they have each agreed not to make any disposals except in accordance with the reasonable requirements of the Company's broker/other than through the Company's broker, with a view to maintaining an orderly market in the Company's securities.

There are no other restrictions on the transfer or limitations on the holding of Ordinary shares other than under the Articles or under restrictions imposed by law or regulation. The Articles set out the Directors' rights of refusal to effect a transfer of any share.

#### Directors' Interests

Details of Directors' interests (and their connected persons' beneficial interests) in the share capital of the Company are listed on page 81.

#### Annual General Meeting

The Company's inaugural Annual General Meeting (AGM) will be held at 11.00am on 19 June 2026 at Suite 3f1 Glasshouse, Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE. Further details, including the resolutions to be proposed at the meeting, are set out in the Notice of Meeting which will be provided to all Shareholders within the prescribed timescales.

#### Amendments to Articles

The Company's Articles of Association may only be amended by a special resolution of the shareholders in accordance with the Companies Act 2006.

## Change of Control and Loss of Office/Significant Agreements

On 25 March 2026, the Group entered into an unsecured £12.5m trade finance facility with Santander which includes change of control provisions.

Executive Director service agreements are terminable by the Company on twelve months' notice. There are no agreements between the Company and its Directors or employees providing additional compensation for loss of office or employment (whether through resignation, redundancy, retirement or otherwise) that occurs because of a takeover bid.

## Principal Activities and Business Review

Please refer to our Strategic Report on pages 1 to 40.

## Research and Development (R&D)

The Group continues to invest in research and development to strengthen its leadership across its core aesthetics technologies. Our global R&D team drives continuous innovation, operating product development cycles of approximately two to three years that integrate independent clinical research, Key Opinion Leader insights, regulatory expertise and manufacturing innovation. This disciplined approach supports a robust pipeline of new products and range extensions, ensuring the Group consistently delivers clinically validated, high-performance devices that enhance its competitive position and underpin long-term growth.

Further details are located within the Strategic Report on pages 8 to 11. Our accounting policy for R&D is detailed in Note 1.12 of the Financial Statements on pages 105 to 106.

## Financial Instruments and Risk Management

Information on financial instruments and the use of derivatives is given in Note 25 to the Financial Statements.

## Political Donations

The Company did not make any political donations, incur any political expenditure, or make any contributions to any non-UK political party (as defined under the Companies Act 2006) during the financial year.

## Branches Outside the UK

The Company conducts its overseas operations through subsidiary undertakings rather than branches, with operations in the United States and China. The Company therefore has no branches outside the United Kingdom.

## Events after the Reporting Period

There have been no events subsequent to 31 December 2025 that require adjustment to these Group Financial Statements.

Since the reporting date, the Group has continued to trade in line with management's expectations.

On 25 March 2026, the Group entered into an unsecured £12.5m trade finance facility with Santander. The facility is available to support the Group's working capital requirements.

On 1 January 2026, the Company established the Combined Incentive Plan for eligible employees, comprising a performance-based element linked to Adjusted EBITDA targets for the financial year ending 31 December 2026; the awards were assigned to participants in March 2026 and will give rise to share-based payment charges and related employee costs under IFRS 2 and IAS 19 respectively over the vesting period. The maximum aggregate charge to the income statement is estimated at approximately £5.6m before tax, dependent on performance outcome.

This represents a non-adjusting event after the reporting date and, accordingly, no adjustments have been made to these Financial Statements.

## Disclosure of Information to the Auditor

The Directors confirm that:

- so far as they are aware there is no relevant audit information of which the auditors are unaware; and
- the Directors have taken all reasonable steps to ascertain any relevant audit information and ensure the auditors are aware of such information.

The Directors' Report comprising pages 84 to 87 and including any sections incorporated by reference, has been approved by the Board of Directors and is signed on its behalf by:



**Sam Glynn**

Chief Financial Officer  
15 April 2026

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the Group Financial Statements with UK-adopted International Accounting Standards ("IAS"), with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and with the requirements of the Companies Act 2006 (the "Act"). The Directors have also chosen to prepare the standalone Company Financial Statements in accordance with Financial Reporting Standard 101 ("FRS 101") 'Reduced Disclosure Framework' and with the requirements of the Companies Act 2006.

Under company law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group and Company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- make judgements and accounting estimates that are reasonable and prudent;
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions of the entity's financial performance;
- for the Group Financial Statements, state whether International Accounting Standards in conformity with the requirements of the Companies Act 2006 and IFRS have been followed, subject to any material departures disclosed and explained in the financial statements;
- for the standalone Company Financial Statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Company Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the transactions, and disclose with reasonable accuracy at any time the financial position of the Group and the Company, and enable them to ensure that the Financial Statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Group Financial Statements, Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Group

and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that comply with that law and those regulations.

Each of the Directors, whose names and functions are listed on pages 46 and 47, confirm that to the best of their knowledge:

- the Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit/loss of the Company and the undertakings included in the consolidation taken as a whole;
- the Strategic Report and Directors' Report (comprising the management report) include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The Directors are responsible for preparing the Annual Report in accordance with applicable laws and regulations. The Directors have carried out a robust assessment and confirm that they are satisfied that the Annual Report and Financial Statements, taken as a whole, provides the information necessary to assess the Group and Company's performance, business model and strategy, and is fair, balanced and understandable.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group and Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the Financial Statements may differ from legislation in other jurisdictions.

These statements were approved by the Board on 15 April 2026 and signed on its behalf by:



**Laurence Newman**

Chief Executive Officer  
15 April 2026

# Financial Statements

## In this section

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- Group Financial Statements:**
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# Independent Auditor's Report to the Members of The Beauty Tech Group plc

## Opinion

We have audited the financial statements of The Beauty Tech Group plc (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 December 2025 which comprise the Consolidated Statement of Profit and Loss and other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity, Notes to the Consolidated Financial Statements, Company Statement of Financial Position, Company Statement of Changes in Equity and Notes to the Company Financial Statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 101 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2025 and of the group's profit for the period then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Summary of Our Audit Approach

### Key audit matters

#### Group

- Revenue recognition (*Valuation, Occurrence & Cut off*)

#### Group and Parent Company

- Reorganisation of the group prior to Initial Public Offering

### Materiality

#### Group

- Overall materiality: £1,160,000
- Performance materiality: £814,000

#### Parent Company

- Overall materiality: £1,160,000
- Performance materiality: £814,000

### Scope

Our audit procedures covered 97% of revenue, 97% of total assets and 96% of profit before tax.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the group and parent company financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the group and parent company financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

## Independent Auditor's Report continued

## Revenue Recognition

<b>Key audit matter description</b>	<p>Refer to page 103 regarding the accounting policy in respect of revenue recognition and note 3 in respect of segmental reporting and Note 3 in respect of revenue.</p> <p>Revenue is a highly material balance for The Beauty Tech Group plc and represents a key measure of financial performance. Although the underlying mechanics of revenue recognition are not complex, the area required significant auditor attention due to its materiality, the inherent fraud risk, the presence of multiple revenue streams, in consumer and wholesale, as well as the judgement applied in the deferred income assessment at year end in respect of customer orders despatched prior to the year-end which had yet to be delivered to customers.</p>
<b>How the matter was addressed in the audit</b>	<p>The appropriateness of revenue recognition policies was considered based on the requirements of IFRS 15 'Revenue from Contracts with Customers', and the nature and contractual terms of sales made by Group. We considered consignment arrangements and whether these have been accounted for appropriately in line with IFRS 15.</p> <p>Data analytics techniques were used to test both consumer and wholesale sales made in the year to evidence the valuation and occurrence of recorded revenue. The data analytic techniques are used to assess the expected sales cycle and highlight any transactions outside of this cycle. The audit team tested any transactions outside the expected sales cycle to supporting documentation, with reliability of data testing used to support the analytics testing.</p> <p>The cut off of revenue recognised in the year was considered by selecting a sample of sales transactions close to the period end and obtaining evidence for the timing of delivery of these sales in accordance with the revenue recognition policy of the group. We assessed management's deferred income calculation by evaluating and corroborating the key assumptions used and independently recalculating the year end deferred income position.</p>
<b>Key observations</b>	Our procedures did not identify any material matters.

## Reorganisation of the Group Prior to the Initial Public Offering

<b>Key audit matter description</b>	<p>Refer to page 110 regarding the accounting policy in respect of the reorganisation of the Group and critical judgement and estimate in respect to the accounting policy on page 110.</p> <p>During the year, the Group reorganised its legal structure ahead of its IPO, involving the incorporation of The Beauty Tech Group plc. The reorganisation included share-for-share exchanges, capital reclassifications and reductions, the settlement of loan notes, and the issuance of new shares as part of the IPO.</p> <p>Accounting for this transaction is non-routine and has a pervasive impact on the Group's equity structure, reserves and financial statement presentation.</p> <p>Management exercised judgement in concluding that the transactions represented a common-control reorganisation and were therefore outside the scope of IFRS 3 <i>Business Combinations</i>, determining an accounting policy under IAS 8 to apply a merger-accounting approach. Further judgement was applied in assessing the application of merger relief, presentation of reserves and the comparative information reflected. Given the scale, complexity and judgement involved, this was one of the matters of most significance in our audit.</p>
<b>How the matter was addressed in the audit</b>	<p>Our procedures included evaluating management's assessment that the reorganisation was a common-control transaction and therefore outside the scope of IFRS 3 <i>Business Combinations</i>. We assessed the appropriateness of the Group's accounting policy choice under IAS 8 and whether the application of a book-value approach adopted by management was reasonable and applied appropriately.</p> <p>We inspected legal documentation relating to the incorporation of The Beauty Tech Group plc, share-for-share exchanges, capital reduction, loan note assumption and settlement, and the IPO issuance. We assessed and corroborated whether the legal steps had been appropriately reflected in equity and reserves.</p> <p>We evaluated the presentation of comparative information and assessed whether disclosures adequately described the nature and financial reporting impact of the reorganisation.</p>
<b>Key observations</b>	Our procedures did not identify any material matters.

## Independent Auditor's Report *continued*

### Our Application of Materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
<b>Overall materiality</b>	£1,160,000	£1,160,000
<b>Basis for determining overall materiality</b>	5% of adjusted profit before tax	Equivalent to 0.4% of total assets (capped at group materiality)
<b>Rationale for benchmark applied</b>	The metric used to determine materiality was normalised profit before tax, after adjusting for certain items which do not, in our professional judgement represent the normal continuing operations of the group. These items are disclosed as exceptional items ( <i>refer to Note 5 on page 113</i> ) and relate primarily to the costs in respect of the IPO process.	In our professional judgement we consider total assets to be the most appropriate measure given the company is primarily a holding company for the group.
<b>Performance materiality</b>	£814,000	£814,000
<b>Basis for determining performance materiality</b>	70% of overall materiality We set performance materiality at a level lower than overall materiality for the financial statements as a whole to reduce to an appropriately low level the probability that, in aggregate, uncorrected and undetected misstatements exceed overall materiality.	70% of overall materiality We set performance materiality at a level lower than overall materiality for the financial statements as a whole to reduce to an appropriately low level the probability that, in aggregate, uncorrected and undetected misstatements exceed overall materiality.
<b>Reporting of misstatements to the Audit and Risk Committee</b>	Misstatements in excess of £58,100 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £58,100 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

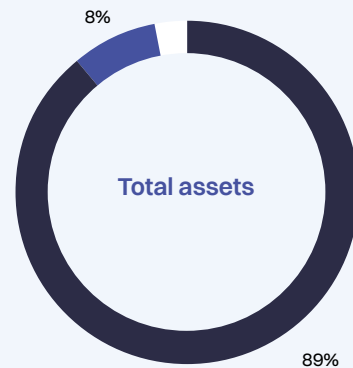
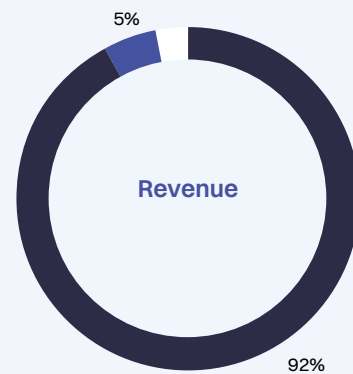
Independent Auditor’s Report continued

### An Overview of the Scope of Our Audit

Our audit approach was based on a thorough understanding of the Group’s business and is risk based, and in particular included:

- Evaluation of identified components to assess the significance of each component and to determine the planned audit response based on a measure of materiality. This included significance as a percentage of the Group’s revenue, total assets and profit before tax.
- For those components that were evaluated as significant or likely to include significant risks, either full-scope or specified audit procedures were undertaken based on their relative materiality to the Group and our assessment of the audit risk.
- For components requiring a full-scope approach, we evaluated controls over the financial reporting systems identified as part of our risk assessment and addressed critical accounting matters. Substantive testing was performed on significant classes of transactions and balances, and other material balances, determined during the Group scoping exercise.
- Full scope audit procedures have been performed by the group auditor on the financial statements of The Beauty Tech Group plc, and on the financial information of the main trading component The Beauty Tech Group Trading Limited.
- In addition, specified audit procedures were performed on three other components.
- Our audit work at the components were planned and performed at levels of materiality applicable to each individual component which were lower than Group materiality and ranged from £145,000 to £1.1m.
- At the Group level we also tested the consolidation process and carried out analytical procedures to confirm our conclusion that there were no significant risks of material misstatement of the aggregated financial information of the remaining components not subject to audit or audit of specified account balances.
- All audit work for the purpose of expressing an opinion on the Group’s financial statements was performed by the Group audit team as the accounting records are held centrally, with the exception of inventory counts which were performed by local country RSM audit teams under the direction of the Group audit team.
- The operations that were subject to full-scope audit procedures made up of 92% of consolidated revenues, 89% of total assets and 90% of profit before tax; and
- The operations that were subject to specified audit procedures made up of 5% consolidated revenues, 8% of total assets and 6% of profit before tax,

The coverage achieved by our audit procedures was:



● Full scope  
● Specific audit procedures

## Independent Auditor's Report *continued*

### Conclusions Relating to Going Concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining and understanding of management's going concern models, discussing key assumptions with management and assessing whether those assumptions were consistent with those applied elsewhere.
- Checking the mathematical accuracy of management's cashflow models and agreeing opening balances to 31 December 2025 actual figures.
- Comparing forecast sales with recent historical information and considering the accuracy of historic forecasting.
- Considering post year-end sales patterns to assess whether they were consistent with those assumed in the base model.
- Critically assessing and testing management's sensitivity analysis and performing our own analysis based on further sensitising of the models to take account of the reasonably possible scenarios that could arise from the risks identified.
- Reviewing agreements and correspondence relating to the availability of financing arrangements.
- Reviewing any significant events subsequent to the balance sheet date impacting liquidity and assessing the impact on available cash headroom.
- Evaluating the Group's disclosures on going concern against the requirements of IAS 1 'Presentation of Financial Statements.'

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the entity reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Other Information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Opinions on Other Matters Prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

## Independent Auditor's Report continued

### Matters on Which We Are Required to Report by Exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remunerations specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Corporate Governance Statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the parent company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 88.
- Directors' explanation as to their assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out on pages 22 to 23.
- Directors' statement on whether it has a reasonable expectation that the group will be able to continue in operation and meets its liabilities set out on page 22.
- Directors' statement on fair, balanced and understandable set out on page 88.
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 18 to 21.
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 56; and,
- Section describing the work of the Audit and Risk Committee set out on pages 61 to 68.

### Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 88, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### The Extent to Which the Audit Was Considered Capable of Detecting Irregularities, Including Fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

## Independent Auditor's Report *continued*

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operate in and how the group and parent company are complying with the legal and regulatory framework.
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud.
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud, having obtained an understanding of the overall control environment.

The most significant laws and regulations were determined as follows, UK-adopted International Accounting Standards and FRS101, Companies Act 2006, Financial Conduct Authority regulations (including the Listing Rules) and tax legislation.

In addition, the Group is subject to other laws and regulations which do not have a direct effect on the financial statements but compliance with may be fundamental to the Group's ability to operate or to avoid material penalties. We identified the following areas as those most likely to have such an effect; competition and anti-bribery laws, data protection, employment, FDA Regulations, environmental and health and safety regulations.

In response to the above, audit procedures performed by the audit engagement team included:

- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements.
- Enquiring of management, the Audit and Risk Committee and in-house legal counsel concerning actual and potential litigation and claims;
- Reading minutes of meetings to those charged with governance and correspondence with the group's external tax advisors.

The areas that we identified as being susceptible to material misstatement due to fraud were:

Risk	Audit procedures performed by the audit engagement team:
<b>Revenue recognition</b>	Transactions posted to nominal ledger codes outside of the normal revenue cycle were identified using a data analytic tool and investigated.
<b>Management override of controls</b>	<p>Testing the appropriateness of journal entries and other adjustments based on a risk criterion and comparing the identified entries to supporting documentation.</p> <p>Assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and</p> <p>Evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business. Please see the Key Audit Matter raised on page 91, for our work performed on the group restructure and testing of IPO costs disclosed as exceptional.</p>

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## Other Matters Which We Are Required to Address

Following the recommendation of the audit committee, we were appointed by Audit and Risk Committee on 25 September 2025 to audit the financial statements for the period ending 31 December 2025 and subsequent financial periods.

The period of total uninterrupted consecutive appointments is one year, covering the period ended 31 December 2025.

We identified during our audit that indirect tax services had been provided by a network firm to a subsidiary of The Beauty Tech Group plc between 3 October 2025 and 11 October 2025. These services are prohibited by the FRC's Revised Ethical Standard 2019 and were terminated as soon as they were identified.

## Independent Auditor's Report *continued*

We have reassessed our independence and concluded that it was not compromised due to the financial significance to the group, the assessed risk of material misstatement and the quantum of fee charged that totalled \$275 Australian Dollars.

The inadvertent breach was also discussed with the Audit and Risk Committee who also concluded that, in their view, our independence was not compromised.

Other than this matter the non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and in our view, we remain independent of the group and the parent company in conducting our audit.

Our audit opinion is consistent with the additional report to the Audit and Risk Committee in accordance with ISAs (UK).

### Use of Our Report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rules, these financial statements will form part of the Annual Financial Report prepared in Extensible Hypertext Markup Language (XHTML) format and filed on the National Storage Mechanism of the UK FCA. This auditor's report provides no assurance over whether the annual financial report has been prepared in XHTML format.



#### **Alastair John Richard Nuttall**

(Senior Statutory Auditor)  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants  
Landmark  
St Peter's Square  
1 Oxford Street  
Manchester  
M1 4PB

15 April 2026



# Consolidated Statement of Profit and Loss and Other Comprehensive Income

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 (Restated) £'000
Revenue	3	140,960	101,124
Cost of sales		(52,615)	(43,722)
<b>Gross profit</b>		<b>88,345</b>	<b>57,402</b>
Administrative expenses	4	(57,262)	(42,512)
Share-based payment expense	31	(1,533)	(836)
Exceptional administrative expenses	5	(8,021)	(1,545)
Other operating income	6	714	23
<b>Operating (loss)/profit</b>		<b>22,243</b>	<b>12,532</b>
(Loss)/gain included in fair value on remeasurement of contingent consideration	21	(289)	1,135
Fair value gain on foreign exchange forward contracts	25	-	112
Interest receivable		93	-
Finance costs	8	(6,807)	(8,631)
<b>(Loss)/profit before tax</b>		<b>15,240</b>	<b>5,148</b>
Tax credit/(charge) on profit	9	(5,311)	(3,447)
<b>(Loss)/profit for the period/year</b>		<b>9,929</b>	<b>1,701</b>
<b>Other comprehensive expense:</b>			
Foreign exchange losses		(62)	(26)
<b>Other comprehensive expense, net of tax</b>		<b>(62)</b>	<b>(26)</b>
<b>Total comprehensive (loss)/profit for the period/year</b>		<b>9,867</b>	<b>1,675</b>
<b>Earnings per share</b>			
Basic EPS	10	£0.11	£0.02
Diluted EPS	10	£0.11	£0.02

All activities of the Group are from continuing operations. All the profit for the period is attributable to the equity holders of the Company.

All items of other comprehensive income will subsequently be reclassified to profit or loss.

# Consolidated Statement of Financial Position

As at 31 December 2025

	Note	31 December 2025 £'000	31 December 2024 (Restated) £'000	31 December 2023 (Restated) £'000
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	11	3,402	1,368	628
Right-of-use assets	12	3,760	1,822	1,841
Intangible assets	13	52,363	53,618	57,110
Deferred tax assets	22	1,326	284	-
<b>Total non-current assets</b>		<b>60,851</b>	<b>57,092</b>	<b>59,579</b>
<b>Current assets</b>				
Inventories	15	19,212	17,078	14,024
Trade and other receivables	16	18,190	16,630	5,851
Cash and cash equivalents	30	40,796	14,538	12,035
<b>Total current assets</b>		<b>78,198</b>	<b>48,246</b>	<b>31,910</b>
<b>Total assets</b>		<b>139,049</b>	<b>105,338</b>	<b>91,489</b>
<b>Liabilities and Equity</b>				
<b>Current liabilities</b>				
Trade and other payables	17	32,661	20,992	13,783
Lease liabilities	18	372	297	243
Tax liability		481	3,955	1,307
Borrowings	19	-	71	4,874
Provisions	20	5,882	2,155	772
<b>Total current liabilities</b>		<b>39,396</b>	<b>27,470</b>	<b>20,979</b>
<b>Non-current liabilities</b>				
Lease liabilities	18	3,527	1,753	1,745
Borrowings	19	-	41,541	38,299
Contingent consideration	21	1,650	2,620	3,406
Deferred tax liabilities	22	4,551	3,838	4,307
<b>Total non-current liabilities</b>		<b>9,728</b>	<b>49,752</b>	<b>47,757</b>
<b>Total liabilities</b>		<b>49,124</b>	<b>77,222</b>	<b>68,736</b>
<b>Net assets</b>		<b>89,925</b>	<b>28,116</b>	<b>22,753</b>
<b>Equity</b>				
Share capital	23	11,070	8,790	8,790
Share premium	24	57,724	-	-
Foreign currency translation reserve	24	(197)	(135)	(109)
Share-based payment reserve	24	951	4,119	3,283
Capital contribution reserve	24	49,562	45,856	41,671
Capital redemption reserve	24	348	348	348
Merger reserve	24	(19,618)	(18,511)	(17,178)
Treasury shares	24	(12,195)	-	-
Retained earnings	24	2,280	(12,351)	(14,052)
<b>Total equity</b>		<b>89,925</b>	<b>28,116</b>	<b>22,753</b>

Approved by the Board on 15 April 2026 and signed on its behalf by:



**S Glynn, Director**

The notes on pages 102 to 139 form part of these Financial Statements.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	Note	Year ended 31 December 2025 £'000	Year ended 31 December 2024 (Restated) £'000
<b>Cash flows from operating activities</b>			
(Loss)/profit for the period/year		9,929	1,701
Adjustments for:			
Depreciation of property, plant and equipment	11	459	183
Amortisation of right of use assets	12	541	335
Amortisation of intangible assets	13	4,751	3,849
Impairment loss on goodwill	13	-	3,600
Loss on disposal of intangible assets		-	3
Share-based payment expense	31	1,533	836
Fair value gain on foreign exchange forward contracts	25	-	(112)
Finance costs	8	6,807	8,631
Foreign exchange loss/(gain)		428	408
Interest paid on borrowings		(1,680)	(2,503)
Taxation	9	5,311	3,447
		<b>28,079</b>	<b>20,378</b>
Increase in inventories		(2,371)	(3,019)
(Increase)/decrease in trade and other receivables		(1,627)	(7,983)
Increase/(decrease) in trade and other payables		12,234	6,269
Increase in provisions		3,727	1,381
<b>Cash generated from operations</b>		<b>40,042</b>	<b>17,026</b>
Taxation paid		(9,193)	(1,552)
<b>Net cash flows from operating activities</b>		<b>30,849</b>	<b>15,474</b>
<b>Cash flows from investing activities</b>			
Purchases of property, plant and equipment	11	(2,533)	(919)
Purchase of intangible assets	13	(3,656)	(3,952)
Advances to Directors		-	(2,750)
<b>Net cash used in investing activities</b>		<b>(6,189)</b>	<b>(7,621)</b>
<b>Cash flows from financing activities</b>			
Issue of ordinary shares		28,555	-
Repayments of lease liabilities	18	(301)	(254)
Interest paid on lease liabilities	8	(349)	(193)
Drawdown of bank loans	19	25,000	13,540
Share issue costs on shares issued on IPO		(1,003)	-
Repayment of bank loans		(49,876)	(18,035)
<b>Net cash flows from/(used in) financing activities</b>		<b>2,026</b>	<b>(4,942)</b>
<b>Net increase in cash and cash equivalents</b>		<b>26,686</b>	<b>2,911</b>
<b>Cash and cash equivalents at beginning of year</b>		<b>14,538</b>	<b>12,035</b>
Foreign exchange (losses)/gains		(428)	(408)
<b>Cash and cash equivalents at end of year</b>		<b>40,796</b>	<b>14,538</b>

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital £'000	Share premium account £'000	Foreign currency translation reserve £'000	Share-based payment reserve £'000	Capital contribution reserve £'000	Capital redemption reserve £'000	Merger reserve £'000	Treasury shares £'000	Retained earnings £'000	Total equity £'000
<b>At 1 January 2024</b>	<b>8,790</b>	-	<b>(109)</b>	<b>3,283</b>	<b>41,671</b>	<b>348</b>	<b>(17,178)</b>	-	<b>(14,052)</b>	<b>22,753</b>
<b>Comprehensive income for the year</b>										
Profit for the year	-	-	-	-	-	-	-	-	1,701	1,701
Other comprehensive loss	-	-	(26)	-	-	-	-	-	-	(26)
<b>Total comprehensive income for the year</b>	-	-	<b>(26)</b>	-	-	-	-	-	<b>1,701</b>	<b>1,675</b>
Share-based payment	-	-	-	836	-	-	-	-	-	836
Issuance of shares, reorganisation	-	-	-	-	4,185	-	(1,333)	-	-	2,852
<b>At 31 December 2024</b>	<b>8,790</b>	-	<b>(135)</b>	<b>4,119</b>	<b>45,856</b>	<b>348</b>	<b>(18,511)</b>	-	<b>(12,351)</b>	<b>28,116</b>
<b>Comprehensive income for the year</b>										
Profit for the year	-	-	-	-	-	-	-	-	9,929	9,929
Other comprehensive income	-	-	(62)	-	-	-	-	-	-	(62)
<b>Total comprehensive income for the year</b>	-	-	<b>(62)</b>	-	-	-	-	-	<b>9,929</b>	<b>9,867</b>
<b>Contributions by and distributions to owners</b>										
Share-based payment	-	-	-	1,533	-	-	-	-	-	1,533
Issuance of shares, reorganisation	1,210	29,794	-	-	3,706	-	(1,106)	(12,195)	-	21,409
Issuance of shares, initial public offering	1,070	27,930	-	-	-	-	-	-	-	29,000
Transfer on related exit event	-	-	-	(4,701)	-	-	-	-	4,701	-
<b>At 31 December 2025</b>	<b>11,070</b>	<b>57,724</b>	<b>(197)</b>	<b>951</b>	<b>49,562</b>	<b>348</b>	<b>(19,618)</b>	<b>(12,195)</b>	<b>2,280</b>	<b>89,925</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2025

## 1. Material Accounting Policies

### 1.1 Basis of preparation

The Financial Statements of The Beauty Tech Group PLC (the Company) and its subsidiaries (together the "Group") for the year ended 31 December 2025 were authorised for issue by the Board of Directors on 15 April 2026. The Beauty Tech Group PLC is a public limited Company incorporated and registered in England and Wales. Its registered office is Glasshouse, Suite 3f1, Congleton Road, Nether Alderley, Macclesfield, Cheshire, United Kingdom, SK10 4ZE.

The Group's Financial Statements have been prepared in accordance with UK adopted international accounting standards ("IFRSs") and in conformity with the requirements of the Companies Act 2006. The Financial Statements are presented in pounds sterling and are rounded to the nearest thousand (£'000) except where otherwise indicated. Foreign operations are included in accordance with policies set out in the Foreign Currencies accounting policy.

The Group adopted IFRS accounting standards on 1 January 2024, which is the beginning of the comparative period. These are the first set of IFRS Financial Statements prepared by the Group. Previously, the Group reported under FRS 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland. The impact of transitioning from FRS 102 to IFRS is illustrated in note 32.

The annual Financial Statements have been prepared on the historical cost basis, except for certain financial assets and liabilities which are carried at fair value. The preparation of Financial Statements in accordance with UK adopted international accounting standards requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reported period.

In the current year, there were no new IFRS accounting standards that were mandatorily effective for an accounting period beginning on 1 January 2025. At the date of authorisation of these Financial Statements, the Group has not applied the following new and revised IFRS that have been issued but are not yet effective and (in some cases) had not yet been adopted:

	Effective date periods beginning on or after
Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7)	1 January 2026
Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

### 1.2 Going concern

At the year end, the Group had net assets of £89.9m (2024 - £28.1m), net current assets of £38.8m (2024 - £20.8m) including cash at bank of £40.8m (2024 - £14.5m).

The Directors have considered the impact of current global economic conditions, including inflationary pressures and ongoing geopolitical uncertainties.

These factors have had a limited impact on the Group's going concern. The Group continues to mitigate associated risks through its global geographic diversification and a broad portfolio of electronic beauty device product categories.

As part of their going concern review, the Directors have followed the guidelines published by the Financial Reporting Council entitled "Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks". The Directors have prepared detailed financial forecasts and cash flows looking 12 months ahead from the date the accounts are approved. In drawing up these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

Given the Group's strong net assets, cash position, and forecast cash flows, together with existing facilities and confirmed support from other group companies where required, the Directors have a reasonable expectation that the Group will continue in operational existence for the foreseeable future. Accordingly, the Financial Statements have been prepared on a going concern basis.

### 1.3 Basis of consolidation

The Group Financial Statements consolidate the Financial Statements of the Company and its subsidiary undertakings drawn up to 31 December 2025 in accordance with IFRS 10.

A subsidiary is an entity controlled by the Company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. All subsidiaries report to 31 December, consistent with the parent company, except for the Group's Indian subsidiary which has a local statutory reporting date of 31 March. Financial information for this subsidiary is prepared to 31 December using management accounts, adjusted for any significant transactions or events occurring between the two reporting dates.

The acquisition method of accounting is applied to business combinations resulting in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of consideration transferred, including equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of identifiable assets, liabilities and contingent liabilities is recognised as goodwill.

## Notes to the Consolidated Financial Statements continued

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate impairment that requires recognition in the consolidated Financial Statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 1.4 Segmental reporting

A business segment is a Group of assets and operations engaged in providing products or services that are subject to risks and returns that differ from other segments. The Directors have reviewed the various business activities undertaken by the Group. The Group is organised around three operating segments: CurrentBody, ZIIP and Tria. Each segment contributes distinct revenues, expenses, assets and liabilities. The chief operating decision makers, who are best placed to evaluate the entity's operating results, have ratified this segmentation to assess performance and to allocate resources effectively. Therefore, the Group's operations are reported across these three business segments.

The Group considers the chief operating decision maker to be the Executive Board.

### 1.5 Revenue

#### Revenue recognition from contracts with customers

The Group is required to apportion revenue earned from customers to performance obligations and determine the appropriate timing method of revenue recognition using the 5-step model. Under IFRS 15, revenue is recognised once control of the promised goods or service is transferred to the customer and when the performance obligations have been satisfied.

All of the Group's revenue, which excludes value added tax and is shown net of any discounts allowed, represents the value of goods provided by the Group from its principal activity, being the online retailing and wholesale distribution of beauty devices.

In the case of goods sold through online retailing where the customer has opted for delivery or click and collect, revenue is recognised when the performance obligation of transferring the goods to the customer has been satisfied, which is at a point in time when control of the goods has transferred to the customer. This is generally when the customer has taken undisputed delivery of the goods. There is limited judgement needed in identifying the point control passes; once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment and retains none of the significant risks and rewards of the goods in question. Transactions are settled by advance payment via credit card, debit card or credit account.

In the case of goods sold to other businesses via wholesale distribution channels, revenue is recognised when the Group have satisfied the performance obligation of transferring the goods to the customer upon delivery. Payment terms are generally 30-60 days with no right of return.

For goods held on consignment with third-party retailers such as Amazon and QVC, revenue is recognised only when control of the goods transfers to the end customer. Inventory remains on the Group's balance sheet until sold by the consignee or title otherwise passes. Any payments received in advance are recorded as deferred revenue until the associated performance obligation is satisfied.

The Group's product revenue is based on fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices. Therefore, there is no judgement involved in allocating the contract price to each unit as there is a fixed unit price for each product sold.

The goods sold by the Group include warranties and a returns policy under which customers may return defective or unwanted products. In accordance with IFRS 15, warranties that provide assurance that the product complies with agreed-upon specifications are not treated as separate performance obligations. A provision for warranty costs is therefore recognised in accordance with IAS 37. For sales returns, however, the Group also recognizes an asset for the right to recover inventory from returned goods, with a corresponding liability for expected refunds, reflecting that returns are not solely accounted for under IAS 37.

For sales with a right of return, the Group recognises revenue only for the amount of consideration to which it expects to be entitled. A refund liability is recognised for the expected level of returns, based on historical experience. At the same time, the Group recognises an asset representing the right to recover products from customers on settlement of the refund liability, measured by reference to the carrying amount of the inventory expected to be returned, less any expected costs to recover those goods.

### 1.6 Share-based payments

#### Equity-settled

Equity-settled share-based payment arrangements with employees are measured at the fair value of the equity instruments granted at the grant date in accordance with IFRS 2 Share-based Payment.

The fair value determined at grant date is recognised as an employee expense in the Consolidated Statement of Profit or Loss and Other Comprehensive Income over the vesting period, with a corresponding credit to equity within a share-based payment reserve.

Non-market vesting conditions are not taken into account when estimating the fair value of the equity instruments at grant date. Instead, they are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that the cumulative amount recognised over the vesting period reflects the number of awards that ultimately vest.

Market-based vesting conditions are incorporated into the grant-date fair value of the awards. The expense recognised is not adjusted if these market conditions are not satisfied, provided that all other vesting conditions are met.

The fair value of the awards also reflects any non-vesting conditions. Failure to satisfy a non-vesting condition is treated as a cancellation and any unrecognised expense is recognised immediately in profit or loss.

## Notes to the Consolidated Financial Statements continued

Where the terms of an award provide for accelerated vesting upon the occurrence of a specified event, such as a listing of the Company's shares or other exit event (including the exchange of B and C shares for ordinary shares on IPO), any remaining unrecognised share-based payment expense is recognised immediately in profit or loss at the date the vesting condition is satisfied, with a corresponding increase in the share-based payment reserve.

### 1.7 Exceptional items

The Group presents exceptional items on the face of the Consolidated Statement of Profit and Loss and Other Comprehensive Income. These are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence. This allows to better understand the elements of financial performance for the year, facilitating comparison with prior periods and assessing trends in financial performance more readily.

Items are presented as exceptional when they are material and their separate disclosure is considered relevant to an understanding of the Group's financial performance, in accordance with IAS 1.

### 1.8 Foreign currency

#### Transactions and balances

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their functional currency) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Foreign currency non-monetary items measured at historical cost are translated using the exchange rate at the date of the underlying transaction and are not retranslated at the reporting date. Foreign currency non-monetary items measured at fair value are translated at the exchange rates ruling when the fair value was determined.

Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary financial assets are treated as a separate component of the change in fair value and recognised in profit or loss.

On consolidation, the results of overseas operations are translated into GBP at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at

actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised in profit or loss in Group entities' separate Financial Statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation.

### 1.9 Finance costs

Finance costs consist of interest expense on borrowings and interest on lease liabilities. Finance costs are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income using the effective interest method. This method allocates the cost of financial liabilities over their expected terms so that the interest expense is recognised at a constant periodic rate on the carrying amount of the liability. Finance costs also include the amortisation of any discounts, premiums, and directly attributable transaction costs incurred in connection with the arrangement of borrowings and lease liabilities.

### 1.10 Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity, respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the Consolidated Statement of Financial Position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit, and
- investments in subsidiaries and joint arrangements where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities are settled.

## Notes to the Consolidated Financial Statements continued

When there is uncertainty concerning the Group's filing position regarding the tax bases of assets or liabilities, the taxability of certain transactions or other tax-related assumptions, then the Group:

- considers whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution;
- determines if it is probable that the tax authorities will accept the uncertain tax treatment; and
- if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty. This measurement is required to be based on the assumption that each of the tax authorities will examine amounts they have a right to examine and have full knowledge of all related information when making those examinations.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities, and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company, or
- different Group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

### 1.11 Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued, plus the amount of any non-controlling interests in the acquiree plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree.

Goodwill is capitalised as an intangible asset that is not amortised but instead tested annually for impairment. Any impairment in carrying value is charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

Goodwill is allocated to cash-generating units ('CGUs') or groups of CGUs expected to benefit from the synergies of the combination and is tested annually for impairment, or more frequently if indicators arise.

### 1.12 Intangible assets other than goodwill

#### Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is

recognised if, and only if the Group can demonstrate all of the following conditions:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, being the period over which the Group expects to benefit from selling the products developed.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

In the research phase of an internal project, it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research has been recognised as an expense in the Consolidated Statement of Profit and Loss and Other Comprehensive Income when it is incurred.

The amortisation expense is included within administrative expenses in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

#### Externally acquired intangible assets

Externally acquired intangible assets are initially recognised at cost and subsequently amortised on a straight-line basis over their useful economic lives.

Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual/legal rights. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques.

All intangible assets other than goodwill are assumed to have finite useful lives and are amortised accordingly. Amortisation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Category	Amortisation %	Remaining useful life
Patents and licences	10%	3 to 9 years
Product development	50%	1 to 2 years
Website costs	20%	1 to 4 years
Intellectual property	20%	1 to 2 years
Brand	10% - 20%	7 to 9 years

## Notes to the Consolidated Financial Statements continued

The amortisation expense is included within administrative expenses in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

### 1.13 Property, plant and equipment

Property, plant and equipment is carried at cost less accumulated depreciation and impairment losses, if any. Cost includes initial cost and subsequent expenditures that are directly attributable to the related asset when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to Consolidated Statement of Profit and Loss and Other Comprehensive Income during the year they are incurred.

Depreciation is provided on items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives on a straight-line basis.

Depreciation is provided on the following basis:

Leasehold property improvements	10% straight line
Plant and equipment	20% - 25% straight line
Fixtures and fittings	20% straight line
Computer equipment	20% - 33% straight line
Assets under construction	Not depreciated until brought into use

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate. If there is an indication of a significant change since the last reporting date, the recoverable amount of the asset in its current condition is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount of an asset is the greater of its value in use and its fair value less cost of disposal. An impairment loss is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income, wherever the carrying amount of the asset exceeds its recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

### 1.14 Leases

#### Identifying Leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- there is an identified asset;
- the Group obtains substantially all the economic benefits from use of the asset; and
- the Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from the use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a term of 12 months or less.

For these exempt leases, the Group recognises the lease payments as an expense on a straight-line basis over the lease term, or another systematic basis if that more accurately represents the pattern of the Group's benefit.

#### Lease measurement

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to exercise that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of the termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

## Notes to the Consolidated Financial Statements continued

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it reassesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased for an amount that is not commensurate with the standalone price for the additional rights-of-use obtained);
- the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount; and
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use assets are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

### 1.15 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Goodwill is allocated

to the Group's cash-generating units (CGUs) and is reviewed for impairment at least annually. An impairment loss is recognised wherever the carrying amount of the asset exceeds its recoverable amount. Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount of an asset is the greater of its value in use and its fair value less cost of disposal. Value in use is determined using pre-tax cash flow projections based on financial budgets approved by management and discounted at a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. Impairment losses are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. An impairment loss recognised for goodwill is not reversed in a subsequent period.

### 1.16 Inventories

Inventories are initially recognised at cost and subsequently measured at the lower of cost and net realisable value (NRV). Cost is determined using the first in, first out (FIFO) method. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value (NRV) represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of inventories over their NRV is recognised as an impairment loss in profit or loss. Reversals of impairment losses are recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income when the circumstances that previously caused the impairment no longer exist.

### 1.17 Trade receivables

Trade receivables are amounts due from customers for goods in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

## Notes to the Consolidated Financial Statements continued

Under IFRS 9, the Group applies the simplified approach for trade receivables, under which expected credit losses (ECLs) are recognised over the lifetime of the receivables. ECLs are calculated based on a combination of historical credit loss experience, adjusted for forward-looking information, including current and forecasted economic conditions that may affect the customers' ability to pay.

For trade receivables, which are reported net of impairment, any expected credit losses are recorded in a separate losses account and recognised within operating expenses in the Consolidated Statement of Profit and Loss and Other Comprehensive Income. There has been no material change in the loss allowance for these instruments following the adoption of IFRS 9.

### 1.18 Cash and cash equivalents

Cash is represented by cash in hand. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### 1.19 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

### 1.20 Provisions for liabilities

Provisions are recognised when an event has occurred that gives the Group a legal or constructive obligation, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

For warranty provisions, expected costs are recognised at the date of sale of the beauty devices, based on the best estimate of the expenditure required to settle the Group's obligation. These provisions are calculated using historical data and anticipated future claims to ensure the estimate reflects management's most accurate assessment.

Provisions are charged as an expense to the Consolidated Statement of Profit and Loss and Other Comprehensive Income in the year the obligation arises and are measured at the best estimate of the expenditure required to settle the obligation at the reporting date, taking into account relevant risks and uncertainties. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate of the obligation.

When payments are made, they are deducted from the provision recognised in the Consolidated Statement of Financial Position.

### 1.21 Financial instruments

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument.

#### Financial assets

Financial assets include the following items:

- Trade receivables, amounts owed by group undertakings and other short-term receivables, which are initially recognised at fair value and subsequently carried at amortised cost.
- Foreign exchange forward contracts, which are measured at fair value through profit or loss (FVTPL) which changes in fair value recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income as they arise.
- Cash and cash equivalents.

#### Initial measurement

A financial asset is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs directly attributable to its acquisition or issue. Trade receivables without a significant financing component are initially recognised at their transaction amount.

#### Subsequent measurement

Assets classified as at amortised cost are subsequently measured using the effective interest method. The effective interest rate is the rate that exactly discounts the future cash receipts through the life of the instrument to the net carrying amount on initial recognition. Interest income is recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

Foreign exchange forward contracts, being classified as FVTPL, are subsequently measured at fair value at each reporting date, with all gains and losses recognised directly in profit or loss.

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss (FVTPL). Further, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The Group measures loss allowances at an amount equal to lifetime expected credit loss (ECL) for trade receivables, with ECL being losses that arise from possible default events over the expected life of the financial instrument. ECLs are a probability weighted estimate of credit losses, measured as the present value of cash shortfalls, discounted at the effective interest rate of the financial asset.

## Notes to the Consolidated Financial Statements continued

Lifetime ECLs are the ECLs from all possible default events over the expected life of the financial instrument and are based on quantitative and qualitative information, based on historical experience and forward-looking information. ECL losses are recognised through profit or loss within the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

### Definition of default

For internal credit risk management purposes, the Group considers a financial asset not recoverable if the customer balance owing is 180 days past due and information obtained from the customer and other external factors indicate that the customer is unlikely to pay its creditors in full.

### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the debtor, for economic or contractual reasons relating to the debtor's financial difficulty, having granted to the debtor a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties.

### Write-off policy

The Group derecognises a financial asset when there is information indicating that the debtor should be fully impaired, and a 100% loss allowance is recognised.

### Derecognition of financial assets

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or the Group transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership are transferred, or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset.

### Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Topco are recognised at the proceeds received, net of direct issue costs.

### Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

### Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

## 2. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's and the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

### Critical judgements in applying the Group's accounting policies

#### Capitalisation of internal development costs

Expenditure incurred on internal development projects is capitalised as an intangible asset to the extent that the technical, commercial and financial feasibility can be demonstrated by the Group. Estimates of the amount of the internal staff development time allocated to each project are reviewed on an ongoing basis by the Directors.

#### Determination of lease terms

Management calculated the lease term for each lease to be from the date of initial application (being the date of incorporation of the Topco) or the lease commencement date for leases signed after the incorporation date, to the agreed lease expiration date as stated within the signed lease agreements. Management is not reasonably certain that the leases will be extended past these dates.

#### Identification of separable intangible assets on business acquisitions

The Group exercises critical judgement in identifying separable intangible assets during business acquisitions, which involves

## Notes to the Consolidated Financial Statements continued

determining whether intangible assets can be separated from the acquired entity or arise from contractual or other legal rights. Management evaluates the assets to ensure they are recognised separately from goodwill, considering factors such as trademarks, patents and customer relationships. This assessment impacts the Financial Statements, influencing both the Consolidated Statement of Financial Position and future amortisation expenses.

### Contingent consideration

Contingent consideration arising from a business combination is recognised at its fair value on the acquisition date as part of the consideration transferred. The classification of contingent consideration as either a financial liability or equity is determined in accordance with IFRS 3 and IFRS 9.

Contingent consideration classified as a financial liability is subsequently remeasured at fair value at each reporting date, with changes in fair value recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

Contingent consideration classified as equity is not remeasured after the acquisition date and is settled within equity when the obligation is fulfilled.

### Business combination under common control

The Group has exercised judgement in applying the pooling of interests method for business combinations under common control. This approach was chosen due to the continuity of control by existing shareholders and the absence of non-controlling interests, ensuring that the controlling parties maintain a continuous interest in the business both before and after the transaction.

Additionally, the Directors have opted for a retrospective restatement of financial information for periods prior to the combination. This involves restating prior periods to include the comprehensive income and financial position of all combining entities, adjusted to achieve uniformity of accounting policies. This judgement aligns with IFRS 10, as the transactions are viewed as a continuation from the controlling parties' perspective, with no change in ultimate control.

The carrying amounts of assets and liabilities are based on the financial information available as of the beginning of the earliest period presented, with necessary IFRS adjustments made to ensure consistent accounting policies across the Group. This decision impacts the Financial Statements by retaining pre-acquisition equity reserves and history, reflecting the continuity of the combining entities and their equity composition.

### Key sources of estimation uncertainty

#### Share-based payment (Fair value of C and D Ordinary shares)

The fair value of the C and D Ordinary shares granted under the equity settled share-based payment arrangement was determined using the Monte Carlo valuation model which involves significant estimates in the assumptions applied. See note 31 for further details.

#### Goodwill

Goodwill is allocated to the cash generating units (CGUs), that are expected to benefit from the business combination from

which goodwill was recognised. Other intangible assets arising on acquisition, such as brand names and intellectual property are also allocated to the same CGUs. The Group performs annual impairment tests on the carrying value of its goodwill. The impairment test assesses the recoverable amount of a cash generating unit (CGU) against the goodwill carrying amount for that CGU. The recoverable amount of a CGU is the greater of its value in use and its fair value less costs of disposal. This assessment requires estimates and assumptions to be made in respect of cash flow forecasts, terminal value and discount rates. To the extent that estimates and assumptions made in this calculation change, the results of the impairment may also change. The Group has recognised an impairment of £nil for the year ended 31 December 2025 (year ended 31 December 2024 - £3,600k). See note 13 for further details.

#### Inventory provisioning

Consideration has been given by the Directors to the level of provision against stocks. In determining the provision required, the Directors have used historical experience and their knowledge of the industry. A 2% change in the estimated provision would impact the impairment of inventory expense recognised by circa £459k. At 31 December 2025, the impairment of inventory expense recognised was £760k (31 December 2024 - £711k).

#### Useful economic life of intangible fixed assets

The useful economic lives of intangible fixed assets must be estimated by the Directors to determine the period over which they are amortised. A change in the estimated useful life by one year would result in a change of £1,529k to the amortisation charged to the Consolidated Statement of Profit and Loss and Other Comprehensive Income. The net book value of these fixed assets is £18,345k (31 December 2024 - £19,600k).

#### Warranty provision

Warranty provisions represent management's best estimate of the costs expected to arise from fulfilling warranty obligations. These provisions are based on historical data and anticipated future claims related to the sale of beauty devices. Management assesses these obligations collectively due to their similar nature and consistent application across products.

A 1% change in the estimated costs would impact the warranty provision recognised by circa £1,410k. The key assumptions subject to sensitivity include:

- the expected warranty claim (return/failure) rate, based on historical patterns and anticipated future product performance; and
- the estimated cost per claim, including parts, labour, logistics, and related overheads.

The sensitivity reflects a movement in these key inputs, both of which are significant drivers of the total provision.

In line with IAS 37, the Group ensures that the provisions reflect the most accurate estimate of the expenditure required to settle these obligations, considering relevant risks and uncertainties.

## Notes to the Consolidated Financial Statements continued

## 3. Segmental Reporting

## Description of the types of products and services from which each reportable segment derives its revenues

- CurrentBody Skin: Own brand beauty technology products primarily sold through its e-commerce platforms and marketplaces globally, including LED masks, radio frequency devices, and facial cleansing tools.
- ZIIP Beauty: Manufacturing and selling premium microcurrent facial devices and skincare products under the ZIIP brand, marketed primarily through its own e-commerce platforms and marketplaces globally.
- Tria Laser: Designing, manufacturing and selling laser-based beauty and hair-removal devices for at-home use, marketed under the Tria brand primarily through its own e-commerce platforms and selected global marketplaces.
- Third Party: Beauty and wellness devices sourced from external manufacturers and sold through the Group's e-commerce platforms and global marketplaces. Although discontinued in January 2025, Third Party represented a historically significant revenue stream - and generated cash inflows independent from the Group's own-brand segments.

## Disaggregation of revenue from contracts with customers

In accordance with IFRS 8.27, revenue for each reportable segment is measured on the same basis as the consolidated Financial Statements and reflects revenue from external customers only. Segment performance is evaluated based on gross profit, which the CODM considers the key measure for resource allocation and operating decision-making. Segment assets and liabilities are not reviewed by the CODM and, accordingly, are not disclosed.

The Group disaggregates revenue by operating segment to illustrate how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

## Year Ended 31 December 2025

	CurrentBody £'000	Tria £'000	Third Party £'000	ZIIP £'000	Total £'000
Revenue	125,775	1,951	79	13,155	140,960
Cost of Sales	(48,151)	(674)	(70)	(3,720)	(52,615)
<b>Gross Profit</b>	<b>77,624</b>	<b>1,277</b>	<b>9</b>	<b>9,435</b>	<b>88,345</b>
Administrative expenses					(57,262)
Share-based payment expense					(1,533)
Exceptional administrative expenses					(8,021)
Other operating income					714
(Loss)/gain included in fair value on remeasurement of contingent consideration					(289)
Fair value gain on foreign exchange forward contracts					-
Interest receivable					93
Finance costs					(6,807)
<b>Profit before tax</b>					<b>15,240</b>

## Notes to the Consolidated Financial Statements continued

## Year Ended 31 December 2024

	CurrentBody £'000	Tria £'000	Third Party £'000	ZIIP £'000	Total (Restated) £'000
Revenue	79,071	-	13,072	8,981	101,124
Cost of Sales	(28,811)	-	(11,267)	(3,644)	(43,722)
<b>Gross Profit</b>	<b>50,260</b>	<b>-</b>	<b>1,805</b>	<b>5,337</b>	<b>57,402</b>
Administrative expenses					(42,512)
Share-based payment expense					(836)
Exceptional administrative expenses					(1,545)
Other operating income					23
(Loss)/gain included in fair value on remeasurement of contingent consideration					1,135
Fair value gain on foreign exchange forward contracts					112
Finance costs					(8,631)
<b>Profit before tax</b>					<b>5,148</b>

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>Revenue by geographical location:</b>		
United Kingdom	28,784	22,679
USA	56,157	37,217
Rest of Europe	31,254	22,925
Asia	18,021	13,778
Rest of the World	6,744	4,525
	<b>140,960</b>	<b>101,124</b>

## 4. Expenses by Nature

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Depreciation of property, plant and equipment	459	183
Amortisation of right of use assets	541	335
Amortisation of intangible assets	4,751	3,849
Impairment loss on goodwill	-	3,600
Research and development expenses	143	81
Loss on disposal of intangible fixed assets	-	3
Cost of inventories recognised as an expense	52,615	43,722
Foreign exchange	428	408

## Notes to the Consolidated Financial Statements continued

## 5. Exceptional Administrative Expenses

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Deal fees	7,518	1,275
Staff redundancy costs	64	-
Legal disputes	412	270
Office relocation costs	27	-
	<b>8,021</b>	<b>1,545</b>

The exceptional administrative expenses presented above represent items that are not considered part of the Group's underlying administrative cost base and therefore are shown separately to assist users in better understanding the Group's underlying operating performance. Presenting these items separately provides clarity on the results of the Group's core operations, excluding significant strategic, transformational or unusual events.

The Group applies this exceptional items accounting policy consistently across reporting periods.

The nature of the items presented as exceptional is as follows:

- Deal fees relate to costs incurred in connection with exploring a potential private equity acquisition and IPO-related advisory services.
- Staff redundancy costs relate to the strategic decision to reduce in-house manufacturing activity and transition elements of production to third-party manufacturers.
- Legal dispute costs relate to trademark and misrepresentation matters.
- Office relocation costs represent the one-off expenses associated with relocating to new warehouse facilities in the US and UK.

## 6. Other Operating Income

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Sundry income	<b>714</b>	23

## 7. Employee Benefit Expenses

The aggregate employee benefit expenses were as follows:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Wages and salaries	10,412	10,193
Social security costs	1,565	1,297
Costs of defined contribution scheme	244	243
Share-based payment expense (Note 31)	1,533	836
	<b>13,754</b>	<b>12,569</b>

The payroll costs disclosed above include staff costs relating to the development of software of £2,343k (2024: £1,858k) which were capitalised in intangible assets.

Notes to the Consolidated Financial Statements continued

The average number of employees was as follows:

	Year ended 31 December 2025 Number	Year ended 31 December 2024 Number
Marketing	76	80
Customer service	26	31
Developmental	6	4
Finance	14	11
Operational	114	77
Directors	5	8
	<b>241</b>	<b>211</b>

Further information on Directors' remuneration is provided in the Remuneration Report on page 81.

## 8. Finance Costs

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Interest on bank loans	2,282	2,700
Interest on loan notes	1,723	2,737
Interest on preference shares	2,300	2,851
Interest on lease liabilities	349	193
Unwinding of discount on contingent consideration	153	150
	<b>6,807</b>	<b>8,631</b>

## 9. Taxation

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>UK corporation tax</b>		
Current tax on income for the period	5,768	4,050
Adjustment in respect of prior period	(130)	17
Foreign tax	-	133
<b>Total current tax</b>	<b>5,638</b>	<b>4,200</b>
<b>Deferred tax</b>		
Origination and reversal of temporary timing differences	(412)	(757)
Adjustment in respect of prior period	85	4
<b>Total deferred tax</b>	<b>(327)</b>	<b>(753)</b>
<b>Tax (credit)/charge on loss</b>	<b>5,311</b>	<b>3,447</b>

## Notes to the Consolidated Financial Statements continued

The reasons for the difference between the actual tax (credit)/charge for the period/year and the standard rate of corporation tax applied to profits for the year are as follows:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
(Loss)/profit before tax	15,240	5,148
Corporation tax at standard rate of 25%	3,810	1,287
Effects of:		
Expenses not deductible for tax purposes	1,498	3,214
Income not taxable	-	(964)
Research and development tax credit	-	-
Remeasurement of deferred tax for changes in tax rates	-	-
Fixed asset differences	37	95
Adjustments in respect of prior years	4	21
Deferred tax not recognised	(38)	(206)
Changes in tax rate	-	-
<b>Total tax (credit)/charge for the period</b>	<b>5,311</b>	<b>3,447</b>

## 10. Earnings Per Share

	Year to 31 December 2025	Year to 31 December 2024
<b>Basic Earnings Per Share</b>	<b>10.7p</b>	1.9p
<b>Diluted Earnings Per Share</b>	<b>10.6p</b>	1.9p

Basic Earnings Per Share is based on the profit after tax for the year and the weighted average number of shares in issue during the year. All classes of shares in issue have equal rights and are being treated as one class of share. The weighted average number of shares in issue during 2025 and 2024 takes into account the business combination under common control for combining entities (see Note 1.3). Shares held by the Employee Benefit Trust are excluded from the weighted average shares for the purposes of calculating Basic Earnings Per Share.

Diluted Earnings Per Share is calculated by adjusting the weighted average number of shares used for the calculation of Basic Earnings Per Share as increased by the dilutive effect of potential ordinary shares. Dilutive shares arise from employee share option schemes where the exercise price is less than the average market price of the Company's ordinary shares during the period. Their dilutive effect is calculated on the basis of the equivalent number of nil cost options.

The table below shows the key variables used in the Earnings Per Share calculations:

	Year to 31 December 2025	Year to 31 December 2024
<b>Profit after tax for the period (£'000)</b>	<b>9,867</b>	1,675
<b>Weighted average number of shares (thousands)</b>		
Weighted average shares in issue	93,460	87,900
<b>Weighted average shares held by EBT</b>	<b>(1,097)</b>	-
<b>Weighted average shares for basic EPS</b>	<b>92,363</b>	87,900
Weighted average dilutive potential shares	1,097	-
<b>Weighted average shares for diluted EPS</b>	<b>93,460</b>	87,900

## Notes to the Consolidated Financial Statements continued

## 11. Property, Plant and Equipment

	Leasehold improvements £'000	Plant and Equipment £'000	Fixtures and Fittings £'000	Computer Equipment £'000	Assets under construction £'000	Total £'000
<b>Cost</b>						
At 1 January 2024	79	6	592	170	-	847
Additions	-	1	79	72	767	919
Correction to presentation	-	-	(35)	-	-	(35)
Foreign exchange	-	-	5	-	-	5
At 31 December 2024	79	7	641	242	767	1,736
Reclassification of assets under construction	19	430	318	-	(767)	-
Additions	1,906	126	430	71	-	2,533
Disposals	(36)	(2)	(341)	(45)	-	(424)
Foreign exchange	-	-	(26)	(1)	-	(27)
At 31 December 2025	1,968	561	1,021	267	-	3,817
<b>Depreciation and impairment</b>						
At 1 January 2024	13	2	153	51	-	219
Charge for the period	8	1	138	36	-	183
Correction to presentation	-	-	(35)	-	-	(35)
Foreign exchange	-	-	1	-	-	1
At 31 December 2024	21	3	257	87	-	368
Charge for the period	88	71	250	50	-	459
Elimination of disposals	(20)	(2)	(341)	(37)	-	(400)
Foreign exchange	-	-	(11)	-	-	(11)
At 31 December 2025	89	72	155	100	-	416
<b>Net book value</b>						
<b>At 31 December 2025</b>	<b>1,879</b>	<b>489</b>	<b>866</b>	<b>167</b>	<b>-</b>	<b>3,402</b>
<b>At 31 December 2024</b>	<b>57</b>	<b>4</b>	<b>384</b>	<b>156</b>	<b>767</b>	<b>1,368</b>

## Notes to the Consolidated Financial Statements continued

## 12. Right of Use Assets

	Land and Buildings £'000
<b>Cost</b>	
At 1 January 2024	2,242
Additions	309
Foreign exchange	7
At 31 December 2024	2,558
Additions	2,552
Foreign exchange	(43)
Disposals	(373)
At 31 December 2025	4,694
<b>Amortisation and impairment</b>	
At 1 January 2024	401
Charge for the period	335
Foreign exchange	-
At 31 December 2024	736
Charge for the period	541
Foreign exchange	-
Disposals	(343)
At 31 December 2025	934
<b>Net book value</b>	
<b>At 31 December 2025</b>	<b>3,760</b>
<b>At 31 December 2024</b>	<b>1,822</b>

## Notes to the Consolidated Financial Statements continued

## 13. Intangible Assets

	Goodwill £'000	Patents and licences £'000	Product development £'000	Website cost £'000	Intellectual property £'000	Brand £'000	Total £'000
<b>Cost</b>							
Restated as at 1 January 2024	38,889	83	2,580	2,875	1,069	19,484	64,980
Additions	-	43	2,020	872	-	1,017	3,952
Foreign exchange	-	-	24	4	-	19	47
Disposals	-	-	(3)	-	-	-	(3)
At 31 December 2024	38,889	126	4,621	3,751	1,069	20,520	68,976
Additions	-	95	2,470	1,001	-	90	3,656
Foreign exchange	-	-	(125)	-	-	(71)	(196)
Disposals	-	-	-	-	-	-	-
At 31 December 2025	38,889	221	6,966	4,752	1,069	20,539	72,436
<b>Amortisation and impairment</b>							
Restated as at 1 January 2024	1,271	12	1,183	892	356	4,156	7,870
Amortisation charge for the period	-	10	1,061	616	214	1,948	3,849
Impairment	3,600	-	-	-	-	-	3,600
Foreign exchange	-	-	6	33	-	-	39
At 31 December 2024	4,871	22	2,250	1,541	570	6,104	15,358
Amortisation charge for the period	-	24	1,635	730	214	2,148	4,751
Impairment	-	-	-	-	-	-	-
Foreign exchange	-	-	(32)	-	-	(4)	(36)
At 31 December 2025	4,871	46	3,853	2,271	784	8,248	20,073
<b>Net book value</b>							
<b>At 31 December 2025</b>	<b>34,018</b>	<b>175</b>	<b>3,113</b>	<b>2,481</b>	<b>285</b>	<b>12,291</b>	<b>52,363</b>
<b>Restated as at 31 December 2024</b>	<b>34,018</b>	<b>104</b>	<b>2,371</b>	<b>2,210</b>	<b>499</b>	<b>14,416</b>	<b>53,618</b>

## Goodwill impairment review

Goodwill is tested for impairment at each reporting date, or more frequently when indicators of impairment arise. Impairment testing is performed at the level of the Group's cash-generating units ("CGUs"), which represent the smallest identifiable groups of assets that generate largely independent cash inflows. The recoverable amount of each CGU is determined based on value-in-use (VIU) calculations.

VIU calculations require management to estimate future cash flows over a defined forecast period, apply an appropriate terminal-growth rate to extrapolate those cash flows beyond the forecast horizon, and discount the resulting amounts using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to each CGU.

The carrying amount of goodwill is allocated to the Group's CGUs as follows:

	31 December 2025 £'000	31 December 2024 £'000
The Beauty Tech Group Limited	26,957	26,957
ZIIP Inc.	3,327	3,327
The Beauty Tech Group TBTG PTE (formerly CBT At-Home Beauty Holdings PTE)	3,734	3,734
	<b>34,018</b>	<b>34,018</b>

At 31 December 2025, following the impairment review, management concluded that CBT AT-Home Beauty Holdings PTE has suffered an impairment loss of £nil (2024: £3,600k).

## Notes to the Consolidated Financial Statements continued

The calculation of value in use for all the above CGUs is most sensitive to the following assumptions:

- **Pre-tax discount rate**  
Pre-tax discount rate based on a weighted average cost of capital (WACC) of 12.6% (2024: 19.9%) applied to the cash flow projections used in the value in use calculations.
- **Performance in the market**  
Reflects how management believes that the CGU will perform over the five year-period from 31 December 2025 and is used to calculate the value in use of the CGUs.

CGU specific operating assumptions are applicable to the forecasted cash flows for the years 2026 to 2030 and relate to revenue forecasts and underlying profit margins in each of the operating CGUs. The value ascribed to each assumption will vary between CGUs as the forecasts are built up from the underlying business units within each CGU group. These assumptions are based upon a combination of past experience of observable trends and expectations of future changes in the market.

Management has conducted a sensitivity review of the primary assumptions underlying the impairment model, applying reasonably possible variations. Over the five-year forecast period, potential downside risks have been identified. For example, a 5.0% annual decrease in revenue could reduce headroom by £9.9m; a decline in EBITDA margin of 50bps per year could lower headroom by £2.4m; and a 1.0% increase in the discount rate could reduce headroom by £27.3m.

To address these risks, management may implement mitigating actions, including optimizing the operating model to enhance margins and cash flow, tightening controls over capital expenditures, and prioritizing higher-margin, more profitable sales. While the model demonstrates limited sensitivity to individual changes in assumptions, management notes that, under reasonably possible changes in key assumptions considered individually, the recoverable amount continues to exceed the carrying value with sufficient headroom remaining. However, more severe combined downside scenarios could reduce

## 14. Investments

### Group Subsidiaries

Details of the Group subsidiaries are as follows:

Name of subsidiary	Country of incorporation and principal place of business	Class of Share	Proportion of ownership interest and voting rights held by the Group 31 December 2025
Project Glow Topco Limited	United Kingdom <sup>(1)</sup>	Ordinary	100%
eComplete SPV Limited	United Kingdom <sup>(1)</sup>	Ordinary	100%
Project Glow Midco Limited	United Kingdom <sup>(1)</sup>	Ordinary	100%
Project Glow Bidco Limited*	United Kingdom <sup>(1)</sup>	Ordinary	100%
The Beauty Tech Group Trading Limited*	United Kingdom <sup>(1)</sup>	Ordinary	100%
Aesthete Holding Corporation*	USA <sup>(2)</sup>	Ordinary	100%
Beauty Tech Group Inc.*	USA <sup>(3)</sup>	Ordinary	100%
The Beauty Tech Group B.V (formerly Currentbody B.V)*	Netherlands <sup>(4)</sup>	Ordinary	100%
The Beauty Tech Group LLC (formerly Currentbody LLC)*	USA <sup>(5)</sup>	Ordinary	100%
The Beauty Tech Group HK Limited (HK)*	Hong Kong <sup>(6)</sup>	Ordinary	100%
The Beauty Tech Group TBTG PTE (formerly CBT At-Home Beauty Holdings PTE)*	Singapore <sup>(7)</sup>	Ordinary	100%
The Beauty Tech Group (Shanghai) Ltd (formerly CBT At-Home Beauty (Shanghai) Ltd)*	China <sup>(8)</sup>	Ordinary	100%
The Beauty Tech Group Japan Godo Kaisha*	Japan <sup>(9)</sup>	Ordinary	100%
CURRENTBODY SKIN LTD*	United Kingdom <sup>(1)</sup>	Ordinary	100%
Tria Laser Inc*	USA <sup>(2)</sup>	Ordinary	100%
Currentbody UK Limited*	United Kingdom <sup>(1)</sup>	Ordinary	100%
Beauty Tech Group India Private Limited*	India <sup>(10)</sup>	Ordinary	100%

\* indirectly held

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4 St.-Jacobsstraat 123, 3511 BP, Utrecht

5 3411 Silverside Road Wilmington, DE 19810, United States of America

6 22/F., 3 Lockhart Road, Wanchai, Hong Kong

7 20 Upper Circular Road, #03-06 The Riverwalk, Singapore 058416

8 5/F Xinyan Building B 65 Guiqing Road, Shanghai, 200233, PRC

9 #9F Tokyo Akasaka Horitsu jimusho nai, Shiroyama Trust Tower, 4-3-1,

Toranomon, Minato-ku, Tokyo-to, Japan, 105-0001

10 4th Floor, Durga Towers, CoKarma Co Working Space, Begumpet, Secunderabad, Hyderabad- 500016, Telangana

Notes to the Consolidated Financial Statements continued

## 15. Inventories

	31 December 2025 £'000	31 December 2024 £'000
Raw materials and consumables	1,476	1,852
Finished goods and goods for resale	17,736	15,226
	<b>19,212</b>	<b>17,078</b>

Inventory provisions netted from gross inventory were £2,276k for the year to 31 December 2025 (2024: £1,552k).

## 16. Trade and Other Receivables

	31 December 2025 £'000	31 December 2024 £'000
Trade receivables at amortised cost	6,965	3,763
Less: expected credit loss provision	(172)	-
<b>Trade receivables at amortised cost - net</b>	<b>6,793</b>	<b>3,763</b>
Amounts owed by related parties	-	28
Foreign exchange forward contracts (Note 25)	-	112
Other receivables	9,899	11,391
Prepayments	1,498	1,336
<b>Total trade and other receivables</b>	<b>18,190</b>	<b>16,630</b>

## 17. Trade and Other Payables

	31 December 2025 £'000	31 December 2024 £'000
Trade payables	10,680	10,997
Taxation and social security	6,111	4,001
Accrued expenses	9,428	5,454
Deferred income	3,080	-
Other payables	3,362	540
<b>Total trade and other payables</b>	<b>32,661</b>	<b>20,992</b>

## Notes to the Consolidated Financial Statements continued

## 18. Lease Liabilities

	2025 £'000	2024 £'000
At 1 January	2,050	1,988
Additions	2,252	316
Interest	349	193
Principal repayment	(301)	(254)
Interest payment	(349)	(193)
Foreign exchange	(102)	-
<b>At 31 December</b>	<b>3,899</b>	<b>2,050</b>

## Maturity Analysis

The following table presents the undiscounted contractual cash flows of the Group's lease liabilities, which differ from the carrying amounts recognised in the Consolidated Statement of Financial Position due to the effect of discounting.

	2025 £'000	2024 £'000
Less than one year	721	551
Between one and five years	2,731	1,886
Over five years	2,213	1,113
<b>At 31 December</b>	<b>5,665</b>	<b>3,550</b>

## 19. Borrowings

	31 December 2025 £'000	31 December 2024 £'000
<b>Amounts falling due within 1 year:</b>		
Bank loans	-	71
	-	<b>71</b>
<b>Amounts falling due within 2 - 5 years:</b>		
Bank loans	-	11,515
Loan notes	-	30,026
	-	<b>41,541</b>
	-	<b>41,612</b>

## Loan Notes

Loan notes are secured by fixed charges over the assets of Group companies.

## 10% Fixed rate secured loan notes 2027

As at 4 April 2025, the carrying amount of the loan notes, including accrued interest of £7,690,569, was £27,690,525 (31 December 2024: £27,019,000, including accrued interest of £7,019,000).

On 4 April 2025, a partial cash repayment of £10,512k was made from the proceeds of the Santander refinancing facility (see Bank Loans below), comprising £6,037k repaid to the eComplete Investors and £4,475k repaid to members of management.

On 3 October 2025, the remaining loan notes, with a carrying value of £18,049k (eComplete Investors £13,846k; management £4,203k, both including accrued interest), were novated to The Beauty Tech Group plc and subsequently converted into 6,325,386 ordinary shares of £0.10 each (eComplete Investors: 4,852,418 shares; management: 1,472,968 shares). The loan notes were derecognised on conversion and the balance is included within equity. As at 31 December 2025, the carrying amount was nil.

## Notes to the Consolidated Financial Statements continued

### 10% Fixed Rate Secured Loan Notes 2028

As at 4 April 2025, the carrying amount of the loan notes, including accrued interest of £483,882, was £3,081,690 (31 December 2024: £3,006,808, including accrued interest of £409,000).

On 4 April 2025, a partial cash repayment of £980k was made to Thakral Lifestyle PTE. Ltd from the proceeds of the Santander refinancing facility.

On 3 October 2025, the remaining loan notes held by Thakral Lifestyle PTE. Ltd, with a carrying value of £2,208k (including accrued interest), were novated to The Beauty Tech Group plc and subsequently converted into 773,808 ordinary shares of £0.10 each. The loan notes were derecognised on conversion and the balance is included within equity. As at 31 December 2025, the carrying amount was nil.

In aggregate, partial cash repayments totalling £11,492k were made to shareholder loan note holders on 4 April 2025 from the proceeds of the Santander refinancing facility. On 3 October 2025, the remaining loan notes with a total carrying value of £20,257k were novated to The Beauty Tech Group plc and converted into a total of 7,099,170 ordinary shares of £0.10 each at a conversion price of £2.85 per share (see Note 23).

### Bank Loans

Bank loans comprise interest-bearing financial liabilities measured at amortised cost and are secured by fixed and floating charges over the assets of the Group.

At 31 December 2025, the Group had no bank loans outstanding (31 December 2024: £11,515,000).

At 31 December 2024, bank loans comprised a senior secured term loan with a carrying amount of £11,515,000, bearing interest at the Central Bank Rate plus 10.5% per annum. The loan was contractually repayable on the earlier of November 2026, a change of listing of the Group's ultimate parent undertaking, a change of control, or the sale of all or substantially all of the Group's assets. The facility was subject to financial covenants, including a minimum net debt to EBITDA ratio and a minimum cash balance. Compliance with these covenants was assessed quarterly and no breaches were identified.

In April 2025, the Group entered into two senior secured term loan facilities with Santander UK plc with total commitments of £25.0m. The proceeds were used to refinance the existing Beechbrook loan and to partially repay shareholder loan notes and preference shares. The Santander facilities were secured by first-ranking fixed and floating charges over the assets of the Group and contained customary financial covenants, with which the Group complied while the facilities were outstanding.

Following the Group's IPO, the Santander facilities became subject to mandatory repayment and were repaid in full in October 2025. Accordingly, all bank loans were fully repaid and derecognised prior to 31 December 2025.

## 20. Provisions

	Provisions £'000
At 31 December 2024	2,155
Utilised during the year	(1,394)
Charged to profit or loss	5,121
<b>At 31 December 2025</b>	<b>5,882</b>

Provisions is mainly composed of a warranty provision, which was valued at £5,532k (2024: £2,155k) at year end. The Group provides a 24-month warranty on certain products sold during the reporting period. The warranty covers defects in materials and manufacture under normal use and is recognised as a provision in the financial statements based on the Group's past experience and expected costs of fulfilling these obligations. Warranty provisions represent management's best estimate of the costs expected to arise from fulfilling warranty obligations, based on historical data and anticipated future claims. These obligations are assessed collectively due to their similar nature across products. The provisions reflect the most accurate estimate of the expenditure required, considering relevant risks and uncertainties, like product rate returns and repairs or replacement costs. No expected reimbursements are currently recognised, and no asset has been recorded for any potential reimbursement.

## Notes to the Consolidated Financial Statements continued

## 21. Contingent Consideration

The movement for the contingent consideration is as follows:

	31 December 2025 £'000	31 December 2024 £'000
Opening balance	2,620	3,406
Unwinding of discount	153	150
Conversion to equity on IPO	(1,300)	-
Remeasurement	289	(1,135)
Foreign exchange	(112)	199
<b>Closing balance</b>	<b>1,650</b>	<b>2,620</b>

At 31 December 2025, contingent consideration includes £1,650k in relation to the acquisition of ZIIP Inc. £1,300k in relation to the acquisition of CBT was converted to equity in the Company as a result of the IPO. Details for each contingent consideration is disclosed in Note 27.

## 22. Deferred Tax

The movement on the deferred tax account is as shown below:

	Liability £'000
At 31 December 2024	(3,554)
Credited to profit or loss	329
<b>At 31 December 2025</b>	<b>(3,225)</b>

The deferred taxation balance is made up as follows:

	31 December 2025 £'000	31 December 2024 £'000
<i>Asset</i>		
Accelerated capital allowances	351	78
Other temporary and deductible differences	975	206
	<b>1,326</b>	<b>284</b>
<i>Liability</i>		
Accelerated capital allowances	(4,551)	(3,838)
Other temporary and deductible differences	-	-
	<b>(4,551)</b>	<b>(3,838)</b>
<b>Net liability</b>	<b>(3,225)</b>	<b>(3,554)</b>

Notes to the Consolidated Financial Statements continued

## 23. Share Capital

	31 December 2025 Number	31 December 2024 Number
<b>Shares classified as equity</b>		
<b>Authorised, allotted, issued and fully paid:</b>		
Ordinary shares of £0.10 each	110,701,107	87,900,827
	<b>110,701,107</b>	<b>87,900,827</b>
	£'000	£'000
<b>Authorised, allotted, issued and fully paid:</b>		
Ordinary shares of £0.10 each	11,070	8,790
	<b>11,070</b>	<b>8,790</b>

On 3 October 2025, the Company issued 4,500,000 ordinary shares of £0.10 each at a price of £2.71 per share to FCM Trust Limited (the "Trust"), a trust established to hold shares for the purpose of satisfying awards under the Group's employee share incentive arrangements (see Note 31). As the Group directs the activities of the Trust through the employee share incentive arrangements, these shares are classified as treasury shares and presented as a deduction from equity at a cost of £12,195k. No gain or loss has been recognised in profit or loss on these shares.

## 24. Reserves

The Group and Company's reserves are as follows:

**Share Capital**

Share capital represents the nominal value of shares that have been issued.

**Share Premium**

Share premium represents the amount subscribed for share capital in excess of nominal value net of transaction costs.

**Foreign Currency Translation Reserve**

Foreign currency translation reserve represents the accumulated gains/losses arising on retranslating the net assets of overseas operations into GBP.

**Share-Based Payment Reserve**

The share-based payment reserve represents the share-based payment expense in respect of equity instruments issued to employees of the group under an equity settled share-based remuneration scheme.

**Retained Earnings**

Retained earnings represent cumulative profits or losses net of dividends paid and other adjustments.

**Capital Contribution Reserve**

The capital contribution reserve represents contributions received from shareholders that are not reflected in share capital or share premium. Such contributions typically arise where the parent or shareholders settle costs on behalf of the Group without an expectation of repayment.

**Capital Redemption Reserve**

The capital redemption reserve is created when the Company redeems or buys back its own shares out of distributable profits. The nominal value of the shares redeemed is transferred into this reserve to maintain capital integrity in accordance with statutory requirements.

**Merger Reserve**

The merger reserve arose on the acquisitions of Project Glow Topco Limited and eComplete SPV Limited, which are accounted for under the principles of business combinations under common control.

## Notes to the Consolidated Financial Statements continued

### Treasury Reserve

The treasury reserve of £12,195k represents 4,500,000 ordinary shares of the Company held by FCM Trust Limited, a trust controlled by the Group and established to facilitate the settlement of awards under the Group's share-based incentive plans (see Note 31). The shares were issued at £2.71 per share on 3 October 2025 and are presented as a deduction from total equity.

## 25. Financial Instruments – Risk Management

The Group is exposed through its operations to the following financial risks:

- credit risk;
- interest rate risk;
- other market price risk;
- foreign exchange risk;
- liquidity risk; and
- capital risk.

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

### Principal Financial Instruments

The principal financial instruments used by the Group, from which financial instrument risk arises are as follows:

- Trade and other receivables
- Foreign exchange forward contracts
- Cash and cash equivalents
- Trade and other payables
- Accrued expenses
- Bank loans
- Lease liabilities
- Loan notes
- Preference shares

The Group's financial instruments are categorised as follows:

Financial assets – Amortised cost	31 December 2025 £'000	31 December 2024 £'000
Net trade receivables	6,793	3,763
Amounts owed by joint ventures	-	-
Amounts owed by related parties	-	28
Other receivables	9,899	4,679
Cash and cash equivalents	40,796	14,538
<b>Total financial assets held at amortised cost</b>	<b>57,488</b>	<b>23,008</b>

Notes to the Consolidated Financial Statements *continued*

Financial liabilities - Amortised cost	31 December 2025 £'000	31 December 2024 £'000
Trade payables	10,680	10,952
Other payables	3,358	540
Accrued expenses	12,508	5,454
Bank loans	-	11,586
Lease liabilities	3,899	2,050
Loan notes	-	30,026
Preference shares	-	31,284
<b>Total financial liabilities held at amortised cost</b>	<b>30,445</b>	<b>91,892</b>

## Fair Value of Financial Instruments

Financial instruments not measured at fair value include cash and cash equivalents, trade and other receivables, trade and other payables, bank loans, lease liabilities, loan notes and preference shares.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates their fair value.

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, and based on the lowest level input that is significant to the fair value measurement as a whole:

	31 December 2025 £'000	31 December 2024 £'000
<b>Financial assets/(liabilities) measured at fair value</b>		
<i>(Level 2: significant observable inputs)</i>		
Foreign exchange forward contracts	-	112

Foreign forward contracts are classified as Level 2. The Group enters into these derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. These contracts are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and yield curves of the respective currencies.

	31 December 2025 £'000	31 December 2024 £'000
<b>Financial liabilities measured at fair value</b>		
<i>(Level 2: significant unobservable inputs)</i>		
Foreign exchange forward contracts	2	-
<i>(Level 3: significant unobservable inputs)</i>		
Contingent consideration	1,650	2,620

The contingent consideration in relation to the acquisition of ZIIP Inc. and The Beauty Tech Group TBGT PTE (see note 27) was initially measured at fair value. The valuation was based on unobservable inputs and therefore represented a Level 3 valuation. The key inputs included projected revenues, the probability of achieving the two individual earn-outs, and the discount rate. The discount rate applied in the calculation of the fair value measurements was 10%, representing the Group's incremental borrowing rate (IBR). In determining the IBR, management considered investors' returns on loan notes, interest on preference shares, and prevailing market interest rates. The fair value was determined by estimating the expected payments and discounting them to present value using the IBR. The expected payments were assessed separately for each earn-out, based on anticipated revenue levels. A 2% change in the discount rate would have impacted the contingent consideration recognised by approximately £30k. On completion of the Group's IPO on 3 October 2025, which constituted an Event under the relevant share rights, the C Preference Shares relating to The Beauty Tech Group TBGT PTE were redeemed and the associated contingent consideration of £1.3m was released. Accordingly, this amount is no longer recognised as contingent consideration at the reporting date. See note 21 for details of the movements in contingent consideration during the period.

## Notes to the Consolidated Financial Statements *continued*

There have been no transfers between Level 1 and Level 2 of the fair value hierarchy during the year ended 31 December 2024 and the year ended 31 December 2025.

### General Objectives, Policies and Processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. Whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's centralised finance function from which the Board receives regular updates.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

### Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from its operating activities, primarily for accounts receivable and advances to suppliers. The Group recognises expected credit losses based on past experience of losses arising, the current position and forward-looking information where it is available. The Group's experience with such customer and suppliers has been characterised by prompt payment consistently being received.

Under the general approach under IFRS 9 there is an assessment of whether there has been a significant increase in the credit risk since initial recognition. If there has been a significant increase in credit risk, then the loss allowance is calculated based on lifetime expected credit losses. If not, then the loss allowance is based on 12 month expected credit losses. This determination is made at the end of each financial period. There have been no significant increases in credit risk during the year or since initial recognition.

Thus, the basis of the loss allowance for a specific financial asset could change year on year. For trade receivables which do not contain a significant financing component, the loss allowance is determined as the lifetime expected credit losses of the instruments. For financial assets other than trade receivables, the general approach under IFRS 9 is followed.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging. The expected credit losses are based on the Group's historical credit losses which are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The concentration of credit risk is managed by monitoring the credit quality of customers and financial institutions. The Group assesses the concentration of credit risk by evaluating the geographical distribution of its receivables and the credit ratings of its banking partners.

### Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting similar financial instruments traded in the market. Market price risks include interest rate risk, currency risk and other price risk.

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk from long-term borrowings at variable rate. Management determines the concentration of interest rate risk by analysing the proportion of variable rate borrowings in the Group's debt portfolio. The exposure is quantified by assessing the sensitivity of financial results to changes in interest rates.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was as disclosed in Note 19.

### Sensitivity Analysis

A change of 100 basis points in interest rates at the period end date would have increased/(decreased) loss by the amounts shown below, which are not considered material to the financial statements. This calculation assumes that the change occurred at the reporting date and had been applied to risk exposures existing at that date. This analysis assumes that all other variables, remain constant and considers the effect of financial instruments with variable interest rates, financial instruments at fair value through profit or loss or available for sale with fixed interest rates and the fixed rate element of interest rate swaps.

## Notes to the Consolidated Financial Statements continued

Impact on loss after tax and net assets	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Increase	-	(101)
Decrease	-	101

### Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. There are no financial assets subject to market rate price fluctuations. The Group evaluates the concentration of other market price risk by reviewing its financial instruments subject to market price fluctuations. Currently, the Group's exposure to other price risk is considered minimal.

### Foreign Exchange Risk

Foreign exchange risk is the risk that movements in exchange rates affect the profitability of the business. Most of the Group's foreign currency transactions are conducted in U.S. Dollars ("USD") or Euro ("EUR"). Exposures to currency exchange rates arise from overseas sales and purchases, which are primarily denominated in USD or EUR. The Group holds bank accounts in foreign currencies to help mitigate the foreign exchange risk. The Group assesses the concentration of foreign exchange risk by analysing the proportion of foreign currency transactions and balances, and monitors exchange rate movements closely to ensure adequate funds are maintained in appropriate currencies to meet known liabilities.

The Group's exposure to foreign currency risk at the end of the respective reporting period was as follows:

	31 December 2025 £'000	31 December 2024 £'000
GBP - net assets / (liabilities)	52,866	(15,146)
EUR - net assets / (liabilities)	6,281	5,059
USD - net assets / (liabilities)	27,299	4,269
Others - net assets / (liabilities)	3,479	2,804
	<b>89,925</b>	<b>(3,014)</b>

Net assets include the monetary assets and liabilities of subsidiaries denominated in foreign currency.

The Group is exposed to foreign currency risk on the relationship between the functional currencies of the parent and its subsidiary companies and the other currencies in which the Group's material assets and liabilities are denominated. The table below summaries the hypothetical sensitivity of the Group's reported profit and closing reserves had the functional currencies of the Group weakened or strengthened against these other currencies, with all other variables held constant. Positive figures represent an increase in reported profit and reserves of the Group.

10% strengthening of functional currency	Group reported profit		Group reported reserves	
	2025 £'000	2024 (Restated) £'000	2025 £'000	2024 £'000
GBP - net (liabilities) / assets	(2,916)	(879)	(3,706)	(1,213)
EUR - net assets / (liabilities)	569	472	628	506
USD - net assets / (liabilities)	2,093	349	2,730	427
Others - net assets / (liabilities)	254	58	348	280

## Notes to the Consolidated Financial Statements continued

10% weakening of functional currency	31 December 2025 £'000	31 December 2024 (Restated) £'000	31 December 2025 £'000	31 December 2024 £'000
GBP - net assets / (liabilities)	2,916	879	3,706	1,213
EUR - net (liabilities) / assets	(569)	(472)	(628)	(506)
USD - net (liabilities) / assets	(2,093)	(349)	(2,730)	(427)
Others - net (liabilities) / assets	(254)	(58)	(348)	(280)

The impact of a change of 10 percent has been selected as this has been considered reasonable given the current level of exchange rates and the volatility observed both on a historical basis and market expectations for future movements. The sensitivities above would all affect the profit and loss of the Group.

### Liquidity Risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

Liquidity risk arises from the Group's management of working capital and its ability to repay debt and related finance charges when they fall due.

The concentration of liquidity risk is determined by reviewing the maturity profile of financial liabilities and the availability of liquid assets. The Group's policy is to ensure that it will always have sufficient liquid assets to allow it to meet its liabilities when they become due.

The following table sets out the contractual maturities (representing undiscounted contractual cash flows) of financial liabilities:

31 December 2025	Due within 1 year £'000	Due between 1 and 5 years £'000	Due more than 5 years £'000	Total £'000
Trade payables	10,680	-	-	10,680
Other payables	9,469	-	-	9,469
Accrued expenses	12,508	-	-	12,508
Contingent consideration	-	1,650	-	1,650
Bank loans	-	-	-	-
Lease liabilities	721	2,731	2,213	5,665
Loans notes	-	-	-	-
Preference shares	-	-	-	-
	<b>33,378</b>	<b>4,381</b>	<b>2,213</b>	<b>39,972</b>

31 December 2024	Due within 1 year £'000	Due between 1 and 5 years £'000	Due more than 5 years £'000	Total £'000
Trade payables	10,952	-	-	10,952
Other payables	540	-	-	540
Accrued expenses	5,454	-	-	5,454
Contingent consideration	-	2,620	-	2,620
Bank loans	11,586	-	-	11,586
Lease liabilities	551	1,886	1,113	3,550
Loans notes	-	30,026	-	30,026
Preference shares	-	31,284	-	31,284
	<b>29,083</b>	<b>65,816</b>	<b>1,113</b>	<b>96,012</b>

## Notes to the Consolidated Financial Statements continued

### Capital Risk Management

The Group's primary objectives with respect to its capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital and to have sufficient cash resources to fund the research, development and operations.

Management reviews its capital management approach on an ongoing basis and evaluates the concentration of capital risk by analysing the balance between debt and equity financing. The exposure is quantified by monitoring compliance with financial covenants and maintaining an optimal capital structure. There were no changes in the Group's approach to capital management in the year ended 31 December 2025. The Group is subject to bank loan covenants under its debt agreement, see borrowings (note 19). There were no breaches of covenants during the year ended 31 December 2025.

The capital structure of the Group consists of net debt and equity of the Group.

	31 December 2025 £'000	31 December 2024 £'000
Bank loans	-	11,586
Lease liabilities	3,899	2,050
Loan notes	-	30,026
Preference shares	-	-
<b>Net debt</b>	<b>3,899</b>	<b>43,662</b>
<b>Total equity</b>	<b>89,925</b>	<b>28,116</b>

## 26. Related Parties

Transactions between the plc and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Transactions with directors are disclosed in the Directors' Remuneration report.

eComplete Growth Limited, a company related by common directorship, has made transactions during the period with a Group company. Purchases of £355k (2024: £434k) have been made and there is a balance outstanding of £nil at 31 December 2025 (2024: £45k) included within trade payables.

During April 2025, the Group entered into a new senior debt facility of £25.0m with Santander UK plc. Proceeds from this facility were used, in part, to repay amounts outstanding in respect of related party loan notes. Repayments of £6,037k, £4,475k and £980k were made to eComplete SPV, management and Thakral Lifestyle PTE. Ltd, respectively.

L Newman, A Showman, M Smith, D Hughes, Tower Pension Trustees and S Cooper are related parties by virtue of their shareholdings in The Beauty Tech Group plc, the ultimate parent company of the Group. The Beauty Tech Group plc was incorporated on 29 July 2025 prior to the Group's initial public offering ("IPO") on 3 October 2025 as the new parent company of the Group. As part of a group reorganisation undertaken, the parent company was inserted above the existing group structure. Loan notes with a principal value of £6,119k (31 December 2024: £6,119k) issued by the Group were held by management. Interest was payable on the loan notes at a rate of 10% per annum. During the year ended 31 December 2025, interest of £412k (31 December 2024: £753k) was accrued in respect of these loan notes. On 3 October 2025, in connection with the IPO, management loan notes with a carrying value of £4,203k were novated to The Beauty Tech Group plc and subsequently converted into equity at that level, and derecognised. As a result of the conversion, no amount was due to management in respect of the loan notes at 31 December 2025 (31 December 2024: £8,266k). The loan notes were derecognised on conversion and the balance is included within equity.

Thakral Lifestyle PTE. Ltd is a related party by virtue of its investment in The Beauty Tech Group plc, the ultimate parent company of the Group. Loan notes with a principal value of £2,598k (31 December 2024: £2,598k) issued by the Group were held by Thakral Lifestyle PTE. Ltd. Interest was payable on the loan notes at a rate of 10% per annum. During the year ended 31 December 2025, interest of £181k (31 December 2024: £274k) was accrued in respect of these loan notes. On 3 October 2025, in connection with the Group's IPO, the loan notes held by Thakral Lifestyle PTE. Ltd, with a carrying value of £2,208k, were novated to The Beauty Tech Group plc and subsequently converted into equity at that level, and derecognised. As a result of this conversion, no amount was due to Thakral Lifestyle PTE. Ltd at 31 December 2025 (31 December 2024: £3,007k). The loan notes were derecognised on conversion and the balance is included within equity.

## Notes to the Consolidated Financial Statements *continued*

eComplete SPV, now a subsidiary of The Beauty Tech Group plc, was previously a related party by virtue of its investment in the Group prior to the IPO. Loan notes with a principal value of £13,881k (31 December 2024: £13,881k) issued by the Group were held directly in Project Glow Midco Limited by the eComplete Investors, being the underlying shareholders of eComplete SPV. Interest was payable at 10% per annum. During the year ended 31 December 2025, interest of £1,130k (31 December 2024: £1,709k) was accrued in respect of these loan notes. On 3 October 2025, in connection with the Group's IPO, the loan notes held by the eComplete Investors, with a carrying value of £13,846k, were novated to The Beauty Tech Group plc and subsequently converted into equity at that level, and derecognised. As a result of this conversion, no amount was due to eComplete Investors at 31 December 2025 (31 December 2024: £18,753k). The loan notes were derecognised on conversion and the balance is included within equity.

Preference shares with a principal value of £11,035k (31 December 2024: £11,035k) issued by the Group to eComplete SPV Limited were also held prior to the IPO. Interest of £1,118k (31 December 2024: £1,359k) was accrued during the year. On 3 October 2025, in connection with the IPO, preference shares with a carrying value of £16,026k were converted into equity of The Beauty Tech Group plc and derecognised. As a result, no amount was due at 31 December 2025 (31 December 2024: £14,908k). The balance is included within equity.

Preference shares with a principal value of £4,864k (31 December 2024: £4,864k) issued by the Group were held by management. Interest was payable on the preference shares at a rate of 10% per annum.

During the year ended 31 December 2025, interest of £493k (31 December 2024: £599k) was accrued in respect of the preference shares.

On 3 October 2025, in connection with the Group's IPO, the preference shares held by management, with a carrying value of £7,064k, were converted into equity of The Beauty Tech Group plc and derecognised. As a result of this conversion, no amount was due to management at 31 December 2025 (31 December 2024: £6,571k). The preference shares were derecognised on conversion and the balance is included within equity.

Preference shares with a principal value of £2,706k (31 December 2024: £2,706k) issued by the Group were held by Thakral Lifestyle PTE. Ltd. Interest was payable on the preference shares at a rate of 10% per annum. During the year ended 31 December 2025, interest of £235k (31 December 2024: £286k) was accrued in respect of the preference shares. On 3 October 2025, in connection with the Group's IPO, the preference shares held by Thakral Lifestyle PTE. Ltd, with a carrying value of £3,370k, were converted into equity of The Beauty Tech Group plc and derecognised. As a result of this conversion, no amount was due to Thakral Lifestyle PTE. Ltd at 31 December 2025 (31 December 2024: £3,135k). The preference shares were derecognised on conversion and the balance is included within equity.

## 27. Financial Commitments, Guarantees and Contingent Liabilities

As part of the acquisition of ZIIP Inc. in April 2022, the Group recognised contingent consideration with a maximum contractual value of \$6.5m. In accordance with IFRS 3 Business Combinations, contingent consideration is recognised at its fair value at the acquisition date, irrespective of the probability of settlement. The fair value at acquisition was determined to be \$0.61m (£0.48m) using a discounted cash flow valuation technique reflecting market-participant assumptions in line with IFRS 13 Fair Value Measurement.

At 31 January 2023, there were no changes to the expected settlement inputs used in determining fair value at acquisition. However, the liability was adjusted for the unwinding of discounting and foreign exchange movements, with the effects recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income in accordance with IFRS 9 Financial Instruments.

At 31 December 2023, management updated the valuation inputs used in the fair value model to reflect revised expectations regarding potential settlement outcomes. These updated inputs increased the fair value of the contingent consideration liability to \$2.68m (£2.11m). This change was recognised in profit or loss in accordance with IFRS 9, as subsequent remeasurements of financial liabilities measured at fair value through profit or loss are recognised in earnings.

At 31 December 2024, the fair value was reassessed again using current information and revised forward-looking assumptions. This resulted in a revised fair value of \$1.65m (£1.32m). The movement reflected updated expectations of settlement amounts together with discounting and foreign exchange effects. All changes were recognised in the Consolidated Statement of Profit and Loss and Other Comprehensive Income.

During the year ended 31 December 2025, the contingent consideration relating to the CBT acquisition was released on 3 October 2025, coinciding with the Group's IPO. In accordance with IFRS 9, the liability was derecognised when the obligation was extinguished, and £1.3m was converted into equity in the plc.

As at 31 December 2025, the remaining contingent consideration liability of \$1.78m (£1.65m) relates solely to the ZIIP Inc. acquisition. The liability continues to be measured at fair value at each reporting date, with changes arising from revised assumptions, discount unwind and foreign exchange movements recognised in profit or loss in accordance with IFRS 9.

## Notes to the Consolidated Financial Statements continued

Fair value has been determined using a Level 3 valuation technique under the IFRS 13 fair value hierarchy, reflecting the use of significant unobservable inputs such as expected settlement amounts, discount rates and probability-weighted outcomes. Disclosures on financial risk management, valuation sensitivities and fair value movements are included in note 19 and note 21 in accordance with IFRS 7 Financial Instruments: Disclosures.

There are no further commitments, guarantees or contingent liabilities arising in relation to contingent consideration arrangements that require disclosure.

### 28. Defined Contribution Schemes

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £244k for the year ended 31 December 2025 (2024: £243k). Contributions totalling £13k were payable to the fund at 31 December 2025 (2024: £9k) and are included in trade and other payables.

### 29. Events after the Reporting Date

There have been no events subsequent to 31 December 2025 that require adjustment to these Group Financial Statements.

Since the reporting date, the Group has continued to trade in line with management's expectations.

On 25 March 2026, the Group entered into an unsecured £12.5m trade finance facility with Santander. The facility is available to support the Group's working capital requirements.

On 1 January 2026, the Company established the Combined Incentive Plan for eligible employees, comprising a performance-based element linked to Adjusted EBITDA targets for the financial year ending 31 December 2026; the awards were assigned to participants in March 2026 and will give rise to share-based payment charges and related employee costs under IFRS 2 and IAS 19 respectively over the vesting period. The maximum aggregate charge to the income statement is estimated at approximately £5.6m before tax, dependent on performance outcome.

These represent non-adjusting events after the reporting date and, accordingly, no adjustments have been made to these Financial Statements.

Notes to the Consolidated Financial Statements *continued*

## 30. Notes Supporting the Consolidated Statement of Cash Flows

Cash and cash equivalents for purposes of the cash flow statement comprise:

	31 December 2025 £'000	31 December 2024 £'000
Cash at bank and in hand	<b>40,796</b>	<b>14,538</b>

There are no significant amounts of cash and cash equivalents that are held by the Group that are not available to the Group.

Movements in the Group's liabilities arising from financing activities have been analysed below:

31 December 2025	Lease Liabilities £'000	Non-current borrowings £'000	Current borrowings £'000	Total £'000
At 1 January 2025	2,050	41,541	71	43,662
Cash flows	(651)	(26,556)	(71)	(27,350)
<i>Non cash flows</i>				
Other movements*	2,500	(14,760)	-	(12,413)
<b>At 31 December 2025</b>	<b>3,899</b>	<b>-</b>	<b>-</b>	<b>3,899</b>

31 December 2024	Lease Liabilities £'000	Non-current borrowings £'000	Current borrowings £'000	Total £'000
At 1 January 2024	1,988	38,299	4,874	45,161
Cash flows	(447)	-	(6,998)	(7,445)
<i>Non cash flows</i>				
Foreign exchange	7	-	-	7
Other movements	502	3,242	2,195	5,939
<b>At 31 December 2024</b>	<b>2,050</b>	<b>41,541</b>	<b>71</b>	<b>43,662</b>

\*Other movements relate to the new lease agreements, modification and amendments to existing lease agreements, interest accrual, foreign exchange movements and movement from non-current borrowings to current borrowings.

For the year ended 31 December 2025, other non-cash movements on non-current borrowings of (£14,760k) (2024: £3,242k) comprise: the novation and conversion of shareholder loan notes into 7,099,170 ordinary shares of The Beauty Tech Group plc totalling £20,257k (2024: £nil); partially offset by the accrual of interest on borrowings of £5,344k prior to conversion. Other non-cash movements on lease liabilities of £2,500k (2024: £502k) comprise additions from new lease agreements and modifications to existing leases.

## Notes to the Consolidated Financial Statements continued

### 31. Share-Based Payment

During the year, share options were granted on 23 September 2025. These options were issued to directors of the Group as an IPO award and were conditional on admission to the London Stock Exchange.

The share-based payment charge in relation to these options during the year was £951k (2024: £nil).

Award date	No. of options awarded	Share price at grant date (£)	Exercise price (£)	Fair value at grant date (£)
23 September 2025	4,500,000	2.71	£nil	£2.71

During the 16 month period ended 31 January 2023, certain employees purchased C Ordinary and D Ordinary shares in the Group. The shares were issued by Project Glow Topco Ltd to certain employees of the Group. The shares are treated as equity settled share-based payment arrangement.

The C Ordinary shares vest on a number of criteria over a graded variable period following issue. The vesting conditions include the requirement for employees to continue in employment for either a specified period or until an exit event.

The D Ordinary shares vest on a number of criteria over a graded variable period following issue. The vesting conditions include the requirement for employees to continue in employment for either a specified period or until an exit event. Some D Ordinary shares include EBITDA related vesting conditions.

The fair value of the growth shares granted is determined using the Monte-Carlo simulation model. The model is internationally recognised as being appropriate to value similar employee share schemes, and it was deemed that this approach would result in a materially accurate estimate of the fair value. The following assumptions were used:

- Risk-free rate            0.44% to 4.78%
- Volatility                 44.29% to 53.05%
- Dividend Yield          0.00%

The share-based payment charge in relation to these shares during the year was £582k (2024: £836k).

The Group's IPO on 3 October 2025 was an exit event in relation to these share-based payments, resulting in their conversion to equity in the Company, or settlement in cash. The share-based payment reserve balance sat in equity was transferred into retained earnings following the exit event.

### 32. First Time Adoption of UK-Adopted IFRS

As stated in note 1, these are the Group's first consolidated Financial Statements prepared in accordance with UK-adopted IFRSs. In preparing its opening IFRS Balance Sheet, the Group has adjusted amounts reported previously in Financial Statements prepared in accordance with its old basis of accounting (FRS 102). An explanation of how the transition from FRS 102 to UK-adopted IFRSs has affected the Group financial position, financial performance and cash flows is set out in the following tables and the notes that accompany the tables.

## Notes to the Consolidated Financial Statements continued

## Statement of financial position (extract)

	As previously stated under FRS 102 1 January 2024 £'000	Effect of transition 1 January 2024 £'000	Post transition under IFRS 1 January 2024 £'000	As previously stated under FRS 102 31 December 2024 £'000	Effect of transition 31 December 2024 £'000	Post transition under IFRS 31 December 2024 £'000
<b>Non-current assets</b>	51,748	7,831	59,579	47,333	9,759	57,093
<b>Current assets</b>						
Debtors: Amounts falling due within one year	20,021	(67)	19,954	33,907	(80)	33,827
Cash	12,021	-	12,021	14,538	-	14,538
<b>Current liabilities</b>						
Creditors: Amounts falling due within one year	(19,924)	(1,015)	(20,939)	(24,973)	(2,452)	(27,425)
<b>Total assets less current liabilities</b>	<b>63,866</b>	<b>6,749</b>	<b>70,615</b>	<b>70,805</b>	<b>7,227</b>	<b>78,032</b>
<b>Non-current liabilities</b>						
Creditors: Amounts falling due after one year	(66,731)	(1,745)	(68,476)	(72,825)	(1,753)	(74,578)
Deferred tax liabilities	(3,709)	(598)	(4,307)	(3,239)	(599)	(3,838)
Provisions	(5,136)	1,730	(3,406)	(5,063)	2,443	(2,620)
<b>Net assets</b>	<b>(11,710)</b>	<b>6,136</b>	<b>(5,574)</b>	<b>(10,322)</b>	<b>7,318</b>	<b>(3,004)</b>
<b>Capital and reserves (retained earnings)</b>	<b>(11,710)</b>	<b>6,136</b>	<b>(5,574)</b>	<b>(10,322)</b>	<b>7,318</b>	<b>(3,004)</b>

## Statement of profit and loss and other comprehensive income (extract)

	As previously stated under FRS 102 Year ended 31 December 2024 £'000	Effect of transition Year ended 31 December 2024 £'000	Post transition under IFRS Year ended 31 December 2024 £'000
Revenue	101,124	-	101,124
Amortisation	(4,115)	3,433	(682)
Operating costs	(84,510)	(3,351)	(87,861)
<b>Operating profit</b>	<b>12,499</b>	<b>82</b>	<b>12,581</b>
Fair value movements	112	1,135	1,247
Finance costs	(8,592)	(39)	(8,631)
Tax	(3,447)	-	(3,447)
	572	1,178	1,750
Foreign exchanges losses through other comprehensive income	(30)	4	(26)
<b>Profit for the year and other comprehensive income</b>	<b>542</b>	<b>1,182</b>	<b>1,724</b>

## Notes to the Consolidated Financial Statements continued

## Statement of cash flows (extract)

	As previously stated under FRS 102 Year ended 31 December 2024 £'000	Effect of transition Year ended 31 December 2024 £'000	Post transition under IFRS Year ended 31 December 2024 £'000
<b>Cash flow from operating activities</b>			
Profit for the year	572	1,178	1,750
Adjustments for:			
Depreciation and amortisation	7,800	(3,433)	4,367
Impairment of goodwill	-	3,600	3,600
Net finance costs	8,592	39	8,631
Taxation	3,447	-	3,447
Working capital movements	(2,434)	(960)	(3,394)
Fair value movements	(112)	-	(112)
Foreign exchange loss	226	182	408
Share-based payment charge	834	2	836
Interest paid	(2,503)	-	(2,503)
Tax paid	(1,552)	-	(1,552)
<b>Net cash generated from operating activities</b>	<b>14,870</b>	<b>608</b>	<b>15,478</b>
<b>Cash flows from investing activities</b>	<b>(7,622)</b>	<b>1</b>	<b>(7,621)</b>
<b>Cash flows from financing activities</b>	<b>(4,494)</b>	<b>(448)</b>	<b>(4,942)</b>
Exchange impact on cash	(247)	(161)	(408)
<b>Net increase in cash</b>	<b>2,507</b>	<b>-</b>	<b>2,507</b>

The accounting policies set out in Note 1 have been applied in preparing the Financial Statements for the year ended 31 December 2025, the comparative information presented in these Financial Statements for the year ended 31 December 2024 and in the opening IFRS Balance Sheet at 1 January 2024 (the Group's date of transition).

See Note 2 for all critical judgements and estimates in relation to the transition.

Explanation of changes to previously reported profit and equity:

- IAS 36 Impairment of Assets

Under FRS 102, goodwill was amortised over its useful economic life. At the date of transition to IFRS, amortisation of goodwill was stopped and goodwill was instead subjected to an annual impairment review in accordance with IAS 36.

- IAS 38 Intangible Assets

Under FRS 102, the recognition of intangible assets in business acquisitions was limited, often resulting in fewer assets being identified separately from goodwill. At the date of transition to IFRS, the criteria for recognising intangible assets were expanded, allowing for the identification of assets such as brand and intellectual property. These assets are now recognised separately from goodwill and amortised over their useful lives.

At the date of transition to IFRS, this change led to adjustments in previously reported profit and equity. The increased recognition of intangible assets affects profit through amortisation expenses, while the reduction in goodwill, now subject to annual impairment reviews, impacts equity.

## Notes to the Consolidated Financial Statements *continued*

- IAS 38 Intangible Assets

Under FRS 102 the Group classified leases as either operating or finance leases. Under IFRS 16, a lease liability and right-of-use asset were recognised. At the date of transition to IFRS, the Group applied the transitional provision and measured lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of transition to IFRS.

Right-of-use assets were measured at the net present value of the lease liability at the beginning of the lease, adjusted by the amount of any prepaid or accrued lease payments. Depreciation has been charged on the right of use asset and additional lease interest payable has been incurred.

- Contingent consideration

Under FRS 102, contingent consideration was recognised only when the payment was probable and could be reliably measured, often leading to delayed recognition. This approach could result in adjustments to the acquisition cost and goodwill at a later stage, once the conditions for payment were met.

IFRS 3 requires that contingent consideration be recognised at fair value at the acquisition date, irrespective of the probability of payment. This initial recognition affects the measurement of goodwill and requires subsequent changes in fair value to be recognized in the Consolidated Statement of Profit and Loss and Other Comprehensive Income, rather than adjusting goodwill.

### 33. Impact of Applying Pooling of Interests Method on IPO

On 3 October 2025, The Beauty Tech Group plc completed the acquisition of the entire share capital of eComplete SPV Limited and Project Glow Topco Limited as part of a strategic restructuring prior to its initial public offering ("IPO"). This restructuring has been accounted for using the pooling of interests method, reflecting the continuity of control by the existing shareholders, who owned eComplete SPV Limited and Project Glow Topco Limited prior to these acquisitions. The pooling of interests method was selected due to the absence of non-controlling shareholders for The Beauty Tech Group plc affected by these transactions, ensuring that the shareholders (i.e., controlling parties) maintain a continuous interest in the business both before and after the transfer.

Under this method, the assets and liabilities of eComplete SPV Limited and Project Glow Topco Limited have been incorporated into The Beauty Tech Group plc's consolidated Financial Statements at their carrying amounts, without adjustments to fair value or recognition of new assets or liabilities. This approach aligns with the accounting policies of The Beauty Tech Group plc and ensures consistency across the group. No new goodwill has been recognised as a result of the combination, and any existing goodwill related to the combining parties has been retained.

The Directors have made certain judgments in applying the pooling of interests method, particularly regarding the restatement of financial information for periods prior to the combination. The Directors opted for a retrospective approach, restating prior periods to include the total comprehensive income for all combining entities for the previous reporting period and their statement of financial position for the previous reporting date, adjusted as necessary to achieve uniformity of accounting policies. This decision reflects the view that the application of pooling of interests method does not conflict with the requirements of IFRS 10, as The Beauty Tech Group plc is viewed as a continuation from the controlling parties' perspective and there has been no change in ultimate control pursuant to the acquisition of eComplete SPV Limited and Project Glow Topco Limited.

Furthermore, the carrying amounts of assets acquired and liabilities assumed are based on the financial information available for eComplete SPV Limited and the group headed by Project Glow Topco Limited as of the beginning of the earliest period presented, i.e., 1 January 2024, with necessary IFRS adjustments made. This ensures the application of uniform accounting policies across the group. The Directors have retained the pre-acquisition equity reserves and history, reflecting the continuity of the combining entities and their equity composition.

This accounting policy is applied in line with the guidance under IAS 8, providing relevant and reliable information for stakeholders and ensuring transparency in The Beauty Tech Group plc's financial reporting.

The effect of transition on non-current creditors reflects the reclassification of preference shares from financial liabilities to equity. Under the pre-IPO group structure headed by Project Glow Topco Limited, A, B and C Preference shares with a total principal value of £235k and accrued cumulative dividends were classified as financial liabilities in accordance with IAS 32, as the instruments carried a mandatory redemption date (26 October 2027) and a fixed cumulative dividend rate of 10% per annum.

On 3 October 2025, all preference shares were reorganised into Ordinary shares and deferred shares of Project Glow Topco Limited as part of the IPO restructuring. The deferred shares were subsequently cancelled via a solvency statement capital reduction under section 641 of the Companies Act 2006. The accrued cumulative dividend balance was reclassified to the capital contribution reserve as a contribution from shareholders, as the holders were Shareholders acting in that capacity.

## Notes to the Consolidated Financial Statements continued

Under the pooling of interests method, the Directors have exercised judgement to present these instruments as equity (within the capital contribution reserve) in all restated prior periods, reflecting the continuity of the Shareholders' economic interest and the conversion of these instruments into ordinary equity of the combined group.

The preference share balances reclassified from financial liabilities to equity were:

	1 January 2024 £'000	31 December 2024 £'000
Preference shares - eComplete SPV	13,549	14,908
Preference shares - Management	6,078	6,571
Preference shares - Thakral	2,849	3,135
Preference shares - NVM	6,061	6,824
eComplete SPV operating adjustments	(105)	(154)
<b>Total transition effect on non-current creditors</b>	<b>28,432</b>	<b>31,284</b>

The increase of £2,852k represents the cumulative preference dividend accrued during the year ended 31 December 2024, which under the pooling of interests method is included within the capital contribution reserve.

## Statement of financial position (extract)

	As previously stated under IFRS 1 January 2024 £'000	Effect of transition 1 January 2024 £'000	Post transition under IFRS 1 January 2024 £'000	As previously stated under IFRS 31 December 2024 £'000	Effect of transition 31 December 2024 £'000	Post transition under IFRS 31 December 2024 £'000
<b>Non-current assets</b>	59,579	-	59,579	57,092	-	57,092
<b>Current assets</b>						
Debtors: Amounts falling due within one year	19,954	(79)	19,875	33,827	(119)	33,708
Cash	12,021	14	12,035	14,528	10	14,538
<b>Current liabilities</b>						
Creditors: Amounts falling due within one year	(20,939)	(40)	(20,979)	(27,425)	(45)	(27,470)
<b>Total assets less current liabilities</b>	<b>70,615</b>	<b>(105)</b>	<b>70,510</b>	<b>78,022</b>	<b>(154)</b>	<b>77,868</b>
<b>Non-current liabilities</b>						
Creditors: Amounts falling due after one year	(68,476)	28,432	(40,044)	(74,578)	31,284	(43,294)
Deferred tax liabilities	(4,307)	-	(4,307)	(3,838)	-	(3,838)
Provisions	(3,406)	-	(3,406)	(2,620)	-	(2,620)
<b>Net assets</b>	<b>(5,574)</b>	<b>28,327</b>	<b>22,753</b>	<b>(3,014)</b>	<b>31,130</b>	<b>28,116</b>
<b>Capital and reserves (retained earnings)</b>	<b>(5,574)</b>	<b>28,327</b>	<b>22,753</b>	<b>(3,014)</b>	<b>31,130</b>	<b>28,116</b>

## Notes to the Consolidated Financial Statements continued

## Statement of profit and loss and other comprehensive income (extract)

	As previously stated under IFRS Year ended 31 December 2024 £'000	Effect of transition Year ended 31 December 2024 £'000	Post transition under IFRS Year ended 31 December 2024 £'000
Revenue	101,124	-	101,124
Operating costs	(88,543)	(49)	(88,592)
<b>Operating profit</b>	<b>12,581</b>	<b>(49)</b>	<b>12,532</b>
Fair value movements	1,247	-	1,247
Finance costs	(8,631)	-	(8,631)
Tax	(3,447)	-	(3,447)
Foreign exchanges losses through other comprehensive income	(26)	-	(26)
<b>Profit for the year and other comprehensive income</b>	<b>1,724</b>	<b>(49)</b>	<b>1,675</b>

## Statement of cash flows (extract)

	As previously stated under IFRS Year ended 31 December 2024 £'000	Effect of transition Year ended 31 December 2024 £'000	Post transition under IFRS Year ended 31 December 2024 £'000
<b>Cash flow from operating activities</b>			
Profit for the year	1,750	(49)	1,701
Adjustments for:			
Depreciation and amortisation	4,367	-	4,367
Impairment of goodwill	3,600	-	3,600
Loss on disposal of intangible assets	3	-	3
Net finance costs	8,631	-	8,631
Taxation	3,447	-	3,447
Working capital movements	(3,397)	45	(3,352)
Fair value movements	296	-	296
Share-based payment charge	836	-	836
Interest paid	(2,503)	-	(2,503)
Tax paid	(1,552)	-	(1,552)
<b>Net cash generated from operating activities</b>	<b>15,478</b>	<b>(4)</b>	<b>15,474</b>
<b>Cash flows from investing activities</b>	<b>(7,621)</b>	<b>-</b>	<b>(7,621)</b>
<b>Cash flows from financing activities</b>	<b>(4,942)</b>	<b>-</b>	<b>(4,942)</b>
Exchange impact on cash	(408)	-	(408)
<b>Net increase in cash</b>	<b>2,507</b>	<b>(4)</b>	<b>2,503</b>

# Company Statement of Financial Position

As at 31 December 2025

	Note	31 December 2025 £'000
<b>Assets</b>		
<b>Non-current assets</b>		
Investments		250,855
<b>Total non-current assets</b>		<b>250,855</b>
<b>Current assets</b>		
Trade and other receivables	2	48,027
<b>Total current assets</b>		<b>48,027</b>
<b>Total assets</b>		<b>298,882</b>
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Trade and other payables	3	228
<b>Total current liabilities</b>		<b>228</b>
<b>Non-current liabilities</b>		
<b>Total non-current liabilities</b>		<b>-</b>
<b>Total liabilities</b>		<b>228</b>
<b>Net assets</b>		<b>298,654</b>
<b>Equity</b>		
Share capital	4	11,070
Share premium	5	57,724
Share-based payment reserve	5	951
Merger reserve	5	242,065
Treasury shares	5	(12,195)
Retained earnings		(961)
<b>Total equity</b>		<b>298,654</b>

The Company was incorporated on 29 July 2025 and therefore no comparative period is presented. As permitted by section 408 of the Companies Act 2006, the Company's statement of profit or loss has not been included in these Financial Statements. The Company recorded a loss for the five-month period from 29 July to 31 December 2025 of £961k.

Approved by the Board on 15 April 2026 and signed on its behalf by:



**S Glynn, Director**

# Company Statement of Changes in Equity

For the period 29 July 2025 to 31 December 2025

	Share capital £'000	Share premium account £'000	Share-based payment reserve £'000	Merger Reserve £'000	Treasury Reserve £'000	Retained earnings £'000	Total equity £'000
<b>At 29 July 2025</b>	-	-	-	-	-	-	-
<b>Comprehensive income for the year</b>							
Loss for the year	-	-	-	-	-	(961)	(961)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	(961)	(961)
<b>Contributions by and distributions to owners</b>							
Share-based payment	-	-	951	-	-	-	951
Issuance of shares, reorganisation	10,000	29,794	-	242,065	(12,195)	-	269,664
Issuance of shares, initial public offering	1,070	27,930	-	-	-	-	29,000
<b>Total transactions with owners</b>	<b>11,070</b>	<b>57,724</b>	<b>951</b>	<b>242,065</b>	<b>(12,195)</b>	<b>-</b>	<b>299,615</b>
<b>At 31 December 2025</b>	<b>11,070</b>	<b>57,724</b>	<b>951</b>	<b>242,065</b>	<b>(12,195)</b>	<b>(961)</b>	<b>298,654</b>

# Notes to the Company Financial Statements

For the period 29 July 2025 to 31 December 2025

## 1. Accounting Policies

### 1.1 Basis of Preparation

These Financial Statements have been prepared in accordance with Financial Reporting Standard 101 ("FRS 101") - Reduced Disclosure Framework and the requirements of the Companies Act 2006. The Company was incorporated on 29 July 2025, and these Financial Statements cover the period from that date to 31 December 2025.

As permitted by section 408 of the Companies Act 2006, a Company income statement has not been presented. The loss for the period ended 31 December 2025 was £961,000.

The Company is the ultimate parent entity of the Group and qualifies for the reduced disclosure exemptions under FRS 101, as equivalent information is included in the consolidated Financial Statements. Accordingly, certain disclosures have been omitted, including:

- a statement of cash flows and related disclosures;
- certain disclosures on financial instruments, including risk management information;
- share-based payment disclosures relating to equity instruments of the Company; and
- total key management personnel compensation.

The accounting policies set out below have been applied consistently to all periods presented. The Financial Statements are prepared on the historical cost basis.

The Directors have prepared the Financial Statements on a going concern basis, reflecting that the Company's continuing viability is closely linked to that of the Group. Refer to the Group Going Concern and Viability Statements on pages 22 to 23.

### 1.2 Investments

Investments are reviewed for impairment at each reporting date. Where an investment is considered impaired, the carrying amount is reduced to its recoverable amount and the loss is recognised in profit or loss. Previously recognised impairment losses are reversed only when justified, and to the extent of the original cost.

The £251m investment in subsidiary undertakings made relates to the Company's investment in eComplete SPV Ltd and Project Glow Topco Ltd. The Beauty Tech Group plc acquired both entities on 3 October 2025 for £251m consideration in the form of a share for share exchange.

### 1.3 Share-Based Payments

The Company recognised a total charge of £951k (2024: £nil) in the year in relation to the IPO share-based payment scheme. Details of this scheme are described in Note 31 to the consolidated Financial Statements.

## 2. Trade and Other Receivables

	31 December 2025 £'000
Amounts owed by group undertakings	48,017
Prepayments	10
<b>Total trade and other receivables</b>	<b>48,027</b>

Amounts owed by group undertakings of £48,017k comprise balances due from The Beauty Tech Group Trading Limited and Project Glow Midco Limited, arising as part of the Group's IPO restructuring. The balances are unsecured, interest-free and repayable on demand.

## Notes to the Company Financial Statements continued

## 3. Trade and Other Payables

	31 December 2025 £'000
Other payables	228
<b>Total trade and other payables</b>	<b>228</b>

## 4. Share Capital

	31 December 2025 £'000
110,701,107 Ordinary Shares @ £0.10 each	11,070
	<b>11,070</b>

## 5. Reserves

**Share Capital**

Called up share capital represents the nominal value of shares issued.

**Share Premium**

Consideration received for shares issued above their nominal value net of transaction costs.

**Share-Based Payment Reserve**

The share-based payment reserve represents the share-based payment expense in respect of equity instruments issued to employees of the group under an equity settled share-based remuneration scheme.

**Merger Reserve**

The merger reserve arose on the acquisitions of Project Glow Topco Limited and eComplete SPV Limited, which are accounted for under the principles of business combinations under common control.

**Treasury Reserve**

The treasury reserve represents the cost of the Company's own shares that have been repurchased and are held as treasury shares. These shares are presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue, or cancellation of treasury shares.

**Profit and Loss Account**

Cumulative profit and loss net of distributions to owners.

# Additional Information

## In this section

- 145** Segmental Analysis
- 146** Glossary and Alternative Performance Measures (“APMs”)
- IBC** Other Information



# Segmental Analysis

## Segmental Revenue by Brand

£m	FY22	FY23	FY24	FY25	3yr CAGR
CurrentBody Skin	22.2	43.2	79.1	125.8	<b>78.3%</b>
ZIIP Beauty	2.2	6.2	9.0	13.2	<b>81.7%</b>
Tria Laser	-	-	-	2.0	<b>n/a</b>
Third Party	26.4	24.1	13.1	0.1	<b>n/m</b>
<b>Total Revenue</b>	<b>50.8</b>	<b>73.4</b>	<b>101.1</b>	<b>141.0</b>	<b>40.5%</b>
Own-brand revenue	24.4	49.4	88.1	140.9	<b>79.3%</b>
Own-brand % of total	48.1%	67.2%	87.1%	99.9%	
Year-on-year growth	-	+44.5%	+37.7%	+39.4%	

### Notes:

- 1 All periods shown are for the 12 months ended 31 December. 3-year CAGR is calculated from FY22 to FY25.
- 2 FY22 and FY23 financial data has been recast to a calendar year basis from the Group's underlying accounting records, as disclosed in the 2025 Admission Prospectus (the Group's statutory periods were 16 months to 31 January 2023 and 11 months to 31 December 2023 respectively).
- 3 n/a = not applicable due to Brand not yet being part of the Group for the three-year CAGR period under review.
- 4 n/m = not meaningful.

# Glossary and Alternative Performance Measures (“APMs”)

## Glossary

Abbreviation	Meaning
Admission	The admission of the Company's ordinary shares to the premium segment of the Official List and to trading on the Main Market of the London Stock Exchange on 8 October 2025
AGM	Annual General Meeting
AHBD	At-home beauty devices
APMs	Alternative Performance Measures, being non-IFRS financial measures used by the Group to provide additional insight into underlying performance (see pages 147 to 148)
BDO	BDO LLP, the Group's tax and advisory adviser
CAGR	Compound annual growth rate
CGU	Cash-generating unit, being the smallest identifiable group of assets generating cash inflows that are largely independent of other assets, used for impairment testing under IAS 36
Combined Incentive Plan	The Group's annual incentive arrangement for Executive Directors and Senior Management, comprising a cash element and a deferred share element subject to a further two-year holding period
Company	The Beauty Tech Group plc (a public company limited by shares and registered in England and Wales under company number 16613177) whose registered office is Suite 3f1, Glasshouse, Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE
CTO	Chief Technology Officer
CODM	Chief Operating Decision Maker, being the individual or group responsible for allocating resources and assessing performance of operating segments under IFRS 8
D2C	Direct to consumer
DTR	Disclosure Guidance and Transparency Rules
EPS	Earnings per share
EPR	Extended Producer Responsibility, the regulatory framework requiring producers to meet the costs of collecting and recycling packaging waste
ERS	Employment-Related Securities, being HMRC reportable share arrangements
ESG	Environmental, social and governance
ESOS	Energy Savings Opportunity Scheme, a mandatory energy assessment scheme for large UK organisations
EU MDR	EU Medical Device Regulation (2017/745), the European regulatory framework governing the safety and performance of medical devices
FCA	UK Financial Conduct Authority
FDA	US Food and Drug Administration
FRC	Financial Reporting Council
GDPR	UK General Data Protection Regulation
FY24	The financial year ended 31 December 2024; FY25 means the financial year ended 31 December 2025; FY26 means the financial year ended 31 December 2026
FRS 102	The Financial Reporting Standard applicable in the UK and Republic of Ireland, being the basis on which the Group reported prior to its transition to UK-adopted IFRS on Admission
FVTPL	Fair value through profit or loss, a financial instrument measurement category under IFRS 9
GHG	Greenhouse gas
Health Canada	The federal department responsible for helping Canadians maintain and improve their health, and the regulatory authority for medical devices in Canada
HMRC	HM Revenue & Customs

## Glossary and Alternative Performance Measures (“APMs”) continued

Abbreviation	Meaning
IAS 36	International Accounting Standard 36 Impairment of Assets
IFRS	UK-adopted International Financial Reporting Standards, being the basis on which the Group's consolidated financial statements are prepared
IPO	The Group's admission to the Main Market of the London Stock Exchange on 8 October 2025
KOL	Key Opinion Leader, being an individual with recognised expertise or influence in a relevant field whose endorsement supports brand credibility
KPI	Key performance indicator
LED	Light emitting diode
MAR	UK Market Abuse Regulation
NMPA	National Medical Products Administration, China's national medical device regulator
NPD	New product development
R&D	Research and development
ROCE	Return on Capital Employed. See Adjusted ROCE and Operating ROCE in the Alternative Performance Measures section on page 148
PR	Public relations
RSM	RSM UK Audit LLP, the Group's external statutory auditor
SAYE	Save As You Earn, an HMRC-approved all-employee share scheme
SECR	Streamlined Energy and Carbon Reporting, the mandatory GHG emissions and energy reporting framework for quoted UK companies
SID	Senior Independent Director
SIP	Share Incentive Plan, an HMRC-approved all-employee share plan
TCFD	Task Force on Climate-related Financial Disclosures, the framework for reporting climate-related risks and opportunities, compliance with which is required under UK Listing Rule 6.6.6(8)
TGA	Therapeutic Goods Administration, Australia's medical device regulator
TSR	Total Shareholder Return
UKCA	UK Conformity Assessed, the UK product safety marking replacing CE marking following the UK's departure from the EU

### Alternative Performance Measures (APMs)

The financial information in this Annual Report includes APMs that are not defined or recognised under IFRS and are unaudited. The Directors believe these measures provide useful additional information on the underlying performance and position of the Group. APMs should not be considered as a substitute for, or superior to, IFRS measures.

#### Adjusted Earnings Per Share

Adjusted earnings per share is calculated by adjusting the Group's (loss)/profit for the period for exceptional items and share-based payment charges, net of the associated tax effect, and dividing by the number of ordinary shares in issue during the period, including 4,500,000 shares held by the Employee Benefit Trust. For FY25, the Group was admitted to the London Stock Exchange on 3 October 2025; accordingly, the denominator used is the 110,701,107 ordinary shares in issue at 31 December 2025, which is presented on a fully diluted basis. From FY26 onwards, the denominator will be the weighted average number of ordinary shares in issue during the period.

#### Adjusted EBITDA

Adjusted EBITDA is calculated as the Group's operating profit before depreciation and amortisation, excluding exceptional items and share-based payment charges. The Directors consider Adjusted EBITDA to be the most meaningful measure of the Group's underlying operating profitability as it removes the distorting effect of non-cash items and costs not representative of the Group's recurring operational performance. A reconciliation to operating (loss)/profit is presented on page 15.

#### Adjusted EBIT

Adjusted EBIT is calculated as Adjusted EBITDA (as defined above) less depreciation of property, plant and equipment, amortisation of right-of-use assets and amortisation of trading intangibles. Amortisation of acquired brand intangibles and goodwill is excluded as it is a non-cash charge arising from historical acquisition accounting rather than the Group's underlying trading performance. Adjusted EBIT is the numerator used in the calculation of ROCE.

## Glossary and Alternative Performance Measures (“APMs”) continued

### Adjusted EBITDA margin

Adjusted EBITDA margin is calculated as Adjusted EBITDA (as defined above) expressed as a percentage of revenue. It is used by management to assess the Group’s operating efficiency and track underlying profitability improvement over time.

### Exceptional items

Exceptional items are significant costs that are non-recurring in nature and arise from strategic, transformational or non-routine activities. They are excluded from APMs because they do not reflect the Group’s underlying operational performance. During the year ended 31 December 2025, exceptional items comprised:

- IPO-related deal fees: costs directly associated with the Group’s admission to the London Stock Exchange in October 2025;
- Legal dispute costs: expenses relating to trademark and misrepresentation disputes;
- Office relocation costs: one-off transfer costs associated with moving to new UK and US warehouse facilities; and
- Staff redundancy costs: costs arising from the decision to reduce in-house manufacturing capacity and transition supply to third-party manufacturers.

A full breakdown of exceptional items is provided in Note 5 to the consolidated Financial Statements.

### Net debt

Net debt is calculated as total borrowings (bank loans and loan notes) less cash and cash equivalents, excluding IFRS 16 lease liabilities. The Directors use net debt to monitor the Group’s leverage position and capital structure. A reconciliation to the consolidated statement of financial position is presented in Note 30 to the consolidated Financial Statements.

### Operating Return on Capital Employed (Operating ROCE)

Operating ROCE is calculated as Adjusted EBIT divided by operating capital employed, where operating capital employed excludes cash and cash equivalents held on the balance sheet that are not deployed in day-to-day operations. The Directors use Operating ROCE to assess the returns generated by capital actively employed in the business, providing a more representative view of operational capital efficiency.

### Return on Capital Employed (Adjusted ROCE)

Adjusted ROCE is calculated as Adjusted EBIT divided by capital employed, where capital employed is defined as total assets less current liabilities. The Directors use Adjusted ROCE as a measure of the efficiency with which the Group deploys its total capital base.

# Other Information

## Registered Office

Suite 3f1, Glasshouse  
Congleton Road  
Nether Alderley, Macclesfield  
SK10 4ZE

Tel: c/o FTI Consulting on 020 3727 1000

Web: [www.thebeautytechgroup.com](http://www.thebeautytechgroup.com)

Investor relations: [tbtg@fticonsulting.com](mailto:tbtg@fticonsulting.com)

## Annual General Meeting

The Company's inaugural Annual General Meeting (AGM) will be held at 11.00am on 19 June 2026 at Suite 3f1 Glasshouse, Congleton Road, Nether Alderley, Macclesfield, Cheshire, England, SK10 4ZE.

Further details, including the resolutions to be proposed at the meeting, are set out in the Notice of Meeting which will be provided to all shareholders within the prescribed timescales.

## Company Secretary

### Sarah Clayton

Suite 3f1, Glasshouse  
Congleton Road  
Nether Alderley, Macclesfield  
SK10 4ZE

## Corporate Brokers

### Berenberg

60 Threadneedle Street  
London EC2R 8HP

## Statutory Auditors

### RSM UK Audit LLP

Landmark  
1 St Peter's Square  
Oxford St,  
Manchester  
M1 4PB

## Registrar

### MUFG Corporate Markets

A division of MUFG Pension & Market Services  
Central Square  
29 Wellington Street  
Leeds  
LS1 4DL

## Corporate Solicitors

### Addleshaw Goddard LLP

One Peter's Square  
Manchester  
M2 3DE

## Corporate PR advisers

### FTI Consulting

200 Aldersgate  
Aldersgate Street  
London  
EC1A 4HD

## Cautionary Statement

The purpose of this Annual Report is to provide information to the members of the Company. The Company and its Directors accept no liability to third parties in respect of this Annual Report save as would arise under English law.

This Annual Report contains certain forward-looking statements with respect to the financial condition, results, operations and businesses of the Company. Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words as "anticipates", "aims", "due", "will", "could", "may", "should", "would", "might", "shall", "expects", "believes", "intends", "plans", "targets", "goal", "estimates", "forecasts", "projects", "predicts", "continues", "assumes", "budget", "risk" or, in each case, their negative or other variations or words of similar meaning.

These forward-looking statements involve assumptions, known and unknown risks and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future.

There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forward-looking statements, including factors outside the Company's control. The forward-looking statements reflect the knowledge and information available at the date of preparation of this Annual Report and, except to the extent required by law or regulation, will not be updated or revised, whether as a result of new information, future events or otherwise.

This Annual Report shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Company or any member of its group since its date or that the information contained in it is correct as at any time subsequent to its date.

You should not place undue reliance on the forward-looking statements.

No statement in this Annual Report is intended as a profit forecast or a profit estimate or should be interpreted to mean that earnings per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings per share of the Company. Past business and financial performance cannot be relied on as an indication of future performance.

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